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Debtor and Debtor-in-Possession  
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Form 7  
(9/00)

FORM 7. STATEMENT OF FINANCIAL AFFAIRS

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

CEDAR CHEMICAL CORPORATION,

Debtor.

Chapter 11

Case No. 02-11039 (SMB)

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs.

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. If the answer to an applicable question is "None," mark the box labeled "None." If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question..

DEFINITIONS

**"In business."** A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within the six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed.

**"Insider."** The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

9349709



IMANAGE.56652.1

**1. Income from employment or operation of business.**

None ☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>AMOUNT</u>	<u>SOURCE</u> (if more than one)
10,408,000	1/1/02 – 3/7/02 Sale of crop protection chemicals and pharmaceutical products
48,410,000	1/1/01 – 11/31/01
58,021,000	1/1/00 – 12/31/00

**2. Income other than from employment or operation of business**

None ☒ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>AMOUNT</u>	<u>SOURCE</u>
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**3. Payments to creditors**

None ☐ a. List all payments on loans, installment purchases of goods or services, and other debts, aggregating more than \$600 to any creditor, made within 90 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>NAME &amp; ADDRESS OF CREDITOR</u>	<u>DATE OF PAYMENT</u>	<u>AMOUNT PAID</u>	<u>AMOUNT STILL OWING</u>
2,4-DB TASK FORCE C/O RICHARD J OTTEN, PMB 239, 7474 CREEDMOOR, RALEIGH, NC 27613		20,000	
A H MARKS & CO LIMITED WYKE BRADFORD, WEST YORKSHIRE, ENGLAND, UK BD 129EJ		68,796	88,184.00
A T & T PO BOX 78114, PHOENIX, AZ 85062		1,723	1,064.00
AR PAQUETTE & CO, NC PO BOX 521430, LONGWOOD, FL 32752		650	
ASPBVBA NIEUWDREEF 92, B-2170 ANTWERPEN BELGIUM		12,280	6,948.00
ABF FREIGHT SYSTEMS PO BOX 1293, KINSTON, NC 28503		4,859	695.00
ACCRON INC 26506 OAK RIDGE DR, SPRING, TEXAS 77380		12,100	20,604.00
ACOM SOLUTIONS, INC 2850 E 29TH STREET, LONG BEACH, CA 90806		275	
ACPA PO BOX 79255, BALTIMORE, MD 21279		22,191	22,191
ACTIVATED METALS PO BOX 4130, SEVIERVILLE, TN 37864		16,732	20,616
ACTIVE BOLT & SCREW 730 SOUTH MAIN, MEMPHIS, TN 38101		733	849
ADEQ ATTN: WILLIAM ECKERT, PO BOX 8913, LITTLE ROCK, AR 72219		15,868	400.00
ADP, INC PO BOX 9001006, LOUISVILLE, KY 40290		300	207

<u>NAME &amp; ADDRESS OF CREDITOR</u>	<u>DATE OF PAYMENT</u>	<u>AMOUNT PAID</u>	<u>AMOUNT STILL OWING</u>
AGILENT TECHNOLOGES 4187 COLLECTIONS CENTER, CHICAGO, IL 60693		1,797	1,301
AGRICULTURAL DEVELOP, INC 2203 NW 82 ST, DES MOINES, IA 50325		19,102	16,064
AGRILANCE PO BOX 64089-MS385, ST PAUL, MN 55164		108,856	
AGRONOMY COMPANY OF CANADA 17554 PLOVER MILLS RD, RR #3, THORNDAL, ON N0M 2P0, CANADA		13,191	
AIR PRODUCTS & CHEM NC DEPT CH10256, PALATINE, IL 60055		10,363	
ALABAMA FARMERS COOP 121 SUMMERVILLE, DECATUR, AL 35602		6,336	
AMERICAN CARTAGE CO PO BOX 2879, FRESNO, CA 93745		588	87
AMERICAN EXPRESS CO TRAVEL RELATED SERV CO, SUITE 0001, CHICAGO, IL 60679		26,211	13,692
AMERICAN FREIGHTWAYS INC PO BOX 406708, ATLANTA, GA 30384		14,248	11,263
AMERICAN HERITAGE LIFE INSURANCE CO PO BOX 41142, JACKSONVILLE, FL 32203		4,265	
AMERICAN INTERPLEX 8600 KANIS, LITTLE ROCK, AR 72204		2,612	1,127
AMERICAN LABELMARK CO PO BOX 46402, CHICAGO, IL 60646-0402		66	972
AMERICAN METALS 5375 PEPPER CHASE DR, SOUTHAVEN, MS 38671		552	
AMERICAN WAREHOUSE CO PO BOX 2879, FRESNO, CA 93745		4,646	2,513
AMERICAN WAREHOUSING SYS PO BOX 2064, GOLDSBORO, NC 27533		8,591	490
ANGUS CHEMICAL COMPANY PO BOX 91053, CHICAGO, IL 60693		87,418	
APPLIED CONNECTORS & CONTROLS, INC PO BOX 751697, MEMPHIS, TN 38175		11,094	1,473
APPLIED INDUSTRIAL TECH 22510 NETWORK PLACE, CHICAGO, IL 60673		1,016	565
ARKANSAS DEPT OF FINANCE & ADMIN WITHHOLDING Unit, PO BOX 9941, LITTLE ROCK, AR 72203		64,702	
ARKANSAS DEPT OF FINANCE & ADMINISTRATION PO BOX 3861, LITTLE ROCK, AR 72203		17,996	
ARKANSAS EMPLOYMENT SECURITY DIVISION PO BOX 8007, LITTLE ROCK, AR 72203		93	
ARKANSAS MIDLAND RAILROAD 314 REYNOLDS RD BLDG 41, MALVERN, AR 72104		1,595	
ARKANSAS PACKAGING PO BOX 16202, N LITTLE ROCK, AR 72231		6,003	2,451
ARTABAN SOLUTIONS, INC 1176 VICKERY LANE SUITE 100, CORDOVA, TN 38018		108	
ASHLAND CHEMICAL PO BOX 101489, ATLANTA, GA 30392		34,577	10,940
AUSA LIFE INSURANCE CO 4 Manhattanville Road, Purchase, NY 10577		169,539	
AUTOMATION SERVICE DEPT 462142, PO BOX 790100, ST LOUIS, MO 63179		10,761	8,376
AVAYA FINANCIAL SERVICES PO BOX 93000, CHICAGO, IL 60673		6,268	3,481
BAT PUMP & SUPPLY PO BOX 108, EL DORADO, AR 71731		2,103	
BEOWULF CORP PO BOX 5168, HUNTSVILLE, AL 35814		3,992	
BERNARD SUTCH 5100 Poplar Ave Suite 2414, Memphis, TN 38137		19,523	
BF LITTLE DIXIE LANDFILL PO BOX 538119, ATLANTA, GA 30353		14,699	36,785
BIERMAN, MUSERLIAN AND 600 THIRD AVENUE, NEW YORK, NY 10016		1,306	1,532
BIESTERFELD, US 200 MADISON AVE SUITE 2305, NEW YORK, NY 10016		46,880	
BLACKHAWK MOTOR EXPRESS PO BOX 810, HELENA, AR 72342		12,085	1,710
BLACKHAWK WHSE & LEASING PO BOX 809, HELENA, AR 72342		47,399	7,353
BOASSO INTERNATIONAL INC PO BOX 62600, DEPT 1042, NEW ORLEANS, LA 70162		18,703	12,695
BOB PATTERSON, TRUSTEE PO BOX 2751, MEMPHIS, TN 38101		3,754	

<u>NAME &amp; ADDRESS OF CREDITOR</u>	<u>DATE OF PAYMENT</u>	<u>AMOUNT PAID</u>	<u>AMOUNT STILL OWING</u>
BOX USA PO BOX 100437, ATLANTA, GA 30384		6,470	25,753
BPS, INC 28 PHILLIPS RD 324, HELENA, AR 72342		65,940	2,395
BRADFIELD PRINTING CO 325 CHERRY ST, HELENA, AR 72342		3,480	381
BRENNTAG MID-SOUTH, INC SECTION 970, LOUISVILLE, KY 40289		55,758	59,841
BRINKMANN INSTRUMENTS, INC PO BOX 13275, NEWARK, NJ 07101		935	
BROWN HYDRAULICS PO BOX 2598, WEST HELENA, AR 72390		4,000	1,274
BROWNING-FERRIS IND JACKSON DISTRICT, PO BOX 9001224, LOUISVILLE, KY 40290		274	183
BURCH, PORTER & JOHNSON 130 NORTH COURT AVENUE, MEMPHIS, TN 38103		47,002	10,143
BUSCH, INC PO BOX 100602, ATLANTA, GA 30384		1,578	15,974
CAPIN, CALDERON, RAMIREZ Y Galileo 55, Piso 1, Col Polanco, 11560 Mexico, DF MEXICO		1,222	293
CARTER CHAMBERS SUPPLY POST OFFICE BOX 62848, NEW ORLEANS, LA 70162		11,153	12,217
CASCIO STORAGE & WHESE INC PO BOX 4938, GREENVILLE, MS 38704		1,623	147
CECIL PRINTING 4826 POPLAR AVENUE, MEMPHIS, TN 38117		900	137
CENTRAL FREIGHT LINES PO BOX 4673, HOUSTON, TX 77210		703	
CENTRO INC PO BOX 1000 DEPT 532, MEMPHIS, TN 38148		11,237	2,479
CHEM TREAT, INC PO BOX 60473, CHARLOTTE, NC 28260		9,053	14,475
CHEMICAL CONSULTANTS INT 16160 NALL, STILWELL, KANSAS 66085		22,216	9,292
CHEMSTATION INTERNATIONAL 3400 ENCRETE LANE, DAYTON, OH 45439		2,741	
CHESTERSON-SHREVEPORT DEPT CH 10510, PALATINE, IL 60055		54,299	33,450
CINGULAR WIRELESS PO BOX 630069, DALLAS, TX 75263		129	453
CITICORP DEL-LEASE 450 MAMARONECK AVE, HARRISON, NY 10528		2,776	1,076
CK WITCO CORPORATION DEPT CH 10642, PALATINE, IL 60055		149,244	
CMO ENTERPRISES 116 MILL STREET SUITE 120, WOODSTOCK, GA 30188		8,640	12,115
CMS MARKETING SERVICES PO BOX 7247-8311, PHILADELPHIA, PA 19170		175,725	264,816
COCO DISTRIBUTING 1219 MLK JR DR WEST, HELENA, AR 72342		2,636	238
CONE SOLVENTS PO BOX 13132, MEMPHIS, TN 38113		188,496	281,112
CONSOLIDATED PPE & SUP DEPT 3147, PO BOX 2153, BIRMINGHAM, AL 35287		29,202	27,572
CONTINENTAL DISC CORP PO BOX 27313, KANSAS CITY, MO 64180		1,981	
CON-WAY WESTERN EXPRESS PO BOX 660240, DALLAS, TX 75266		954	160
CORTROL PROCESS 93 FORD LANE, HAZELWOOD, MO 63042		1,443	
CRESCENT CHEMICAL 1324 MOTOR PARKWAY, HAUPPAUGE, NY 11788		81	
CUNNINGHAM, INC PO BOX 2337, WEST HELENA, AR 72390		24,047	2,544
DALE'S AUTO PARTS HWY 49 WEST, WEST HELENA, AR 72390		24	132
DEATON GLASS 123 PLAZA ST, WEST HELENA, AR 72390		77	
DELOITTE & TOUCHE LLP PO BOX 840503, DALLAS, TX 75284		15,653	
DELTA AIRGAS INC PO BOX 1152, TULSA, OK 74101		10,250	3,361
DHL WORLDWIDE EXPRESS PO BOX 78016, PHOENIX, AZ 85062		311	222
DISPENSERS OPTICAL SERVIC P O BOX 35000, LOUISVILLE, KY 40232		1,274	650

<u>NAME &amp; ADDRESS OF CREDITOR</u>	<u>DATE OF PAYMENT</u>	<u>AMOUNT PAID</u>	<u>AMOUNT STILL OWING</u>
DOUGHERTY COUNTY TAX DEPT PO BOX 1827, ALBANY, GA 31702		432	
DR SCOTT A HALL 812B NEWMAN DRIVE SUITE B, HELENA, AR 72342		480	135
DSI TRANSPORTS NC 2978 COLLECTION CENTER DR, CHICAGO, IL 60693		22,616	40,134
DUNCAN BACKHOE SERVICE 2515 HWY 44, HELENA, AR 72342		1,700	
EAGLE RECOGNITION ROYAL MNT BUSINESS PARK, 2706 MNTIND BLVD STE 300, TUCKER, GA 30084		2,214	1,447
EAST AR MED EYE CENTER 126 HICKORY HILL DRME, HELENA, AR 72342		60	20
EASTMAN CHEMICAL PRODUCTS PO BOX 75794, CHARLOTTE, NC 28275		195,618	40,980
EIMCO PROCESS EQUIP CO PO BOX 203055, HOUSTON, TX 77216		584	
EL DORADO CHEM PO BOX 850429, OKLAHOMA CITY, OK 73185		140,111	362,215
EMPIRE EXPRESS INC PO BOX 13468, MEMPHIS, TN 38113		4,218	
ENSAFE PO BOX 840526, DALLAS, TX 75284		36,560	31,740
ENTERPRISE TRANSPORTATION PO BOX 200035, HOUSTON, TX 77216		180	225
EVERGREEN LAWN SERVICE PO BOX 2688, WEST HELENA, AR 72390		341	
EXCHANGE CHEMICAL, INC 1355 PEACHTREE ST NE, ATLANTA, GA 30309		17,983	2,779
EXPRESS FOR LESS 5100 POPLAR AVE STE 2700, MEMPHIS, TN 38137		6,229	726
EXSIF WORLDWIDE, NC 3773 COLLECTION CENTER DR, CHICAGO, IL 60693		44,317	65,550
FAIRCHILD, RUSSELL %WEST HELENA PLANT, 49 PHILLIPS RD 311, HELENA, AR 72342		266	178
FARMIS INC 1955 NEW JERSEY AVE, NIAGARA FALLS, NY 14305		42,253	62,407
FEDERAL EXPRESS PO BOX 1140 DEPT A, MEMPHIS, TN 38101		3,406	1,898
FEDEX CUSTOM CRITICAL PO BOX 371627, PITTSBURG, PA 15251		617	
FES, INC PO BOX 1549, YORK, PA 17405		1,612	
FISHER SCIENTIFIC CO ACCT # 128734-001, DEPT CH 10119, PALATINE, IL 60055		1,398	
FLUID MANAGEMENT CORP 7715 HWY 70, SUITE 106, BARTLETT, TN 38133		4,822	12,008
FORD MOTOR CREDIT CO PO BOX 105332, ATLANTA, GA 30348		469	
FORT STORAGE 169 LOWSON CRESCENT, WINNIPEG, MANITOBA, Canada R3P 1A6		686	174
FOY TRAILER RENTAL PO BOX 161063, MEMPHIS, TN 38136		921	246
FRONTIER MOVING & STORAGE 568 GRANGE LANE, TWIN FALLS, IDAHO 83301		733	1,218
FUGITT RUBBER & SUPPLY PO BOX 341045, BARTLETT, TN 38184		1,938	635
G & K SERVICES 3820 DELP STREET, MEMPHIS, TN 38118		1,557	983
G NEIL DIRECT MAIL, INC PO BOX 451179, SUNRISE, FL 33345		472	
GABBY'S PALLETS, INC PO BOX 36, MT PLEASANT, MS 38649		43,607	11,736
GARY HOGLAND 5100 Poplar Ave Suite 2414, Memphis, TN 38137		872	
GBM & ASSOCIATES 219 BROWN LANE, BRYANT, AR 72022		3,710	3,286
GEEFA GMBH & CO KG POSTFACH 1464, D-24562 KALTENKIRCHEN		931	
GEOFFREY L PRATT 2301 FOREST HILL IRENE RD, GERMANTOWN, TN 38139		4,132	
GILSCOT/GUIDROZ INT'L 201 EVANS ROAD, STE 333, NEW ORLEANS, LA 70123		149,438	59,288
GRADY W JONES CO PO BOX 181097, MEMPHIS, TN 38181		3,239	2,518
GRAHAM PLUMBING 302-B PLAZA ST, WEST HELENA, AR 72390		2,019	2,045

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GRAPHIC CONTROLS CORP POST OFFICE BOX 360417, PITTSBURGH, PA 15250		388	191
GRAY DISTRIBUTION SERVICE PO BOX 3047, ALBANY, GA 31706		12,371	765
GREATAMERICA LEASNG CORP PO BOX 10426, DES MOINES, IA 50306		710	355
GRIEF BROS CORPORATION PO BOX 97603, CHICAGO, IL 60678		111,721	242,648
GROENDYKE TRANSPORT INC %BANK OF OKLAHOMA, DEPT 1706, TULSA, OK 74182		1,538	456
H & M LUMBER COMPANY PO BOX 3318, WEST HELENA, AR 72390		993	462
HARCROSS CHEMICALS PO BOX 13007, MEMPHIS, TN 38113		316,184	324,309
HELENA CHEMICAL PO BOX 846350, DALLAS, TX 75284		16,160	576
HELENA HOSPITAL PO BOX 788, HELENA, AR 72342		3,148	1,924
HELENA MUNICIPAL WATER 702 CHERRY ST, HELENA, AR 72342		3,474	4,770
HELENA WHOLESale, INC 202 YORK STREET, HELENA, AR 72342		6,701	844
HILL MANUFACTURING CO 1500 JONESBORO ROAD, SE ATLANTA, GA 30315		653	165
HOECHST CELANESE CHEM PO BOX 910550, DALLAS, TX 75391		180,132	747,979
HOLLAND WELDING & IRON P O BOX 2496, WEST HELENA, AR 72390		37	
HOWREY LLP 1299 PENNSYLVANIA AVE, NW, WASHINGTON, DC 20004		249,714	477,425
HUNTER PAPER PRODUCTS 2790 MARTIN LUTHER KING BLVD, CLARKSDALE, MS 38614		911	105
HVAC PORTABLE SYSTEMS PO BOX 730562, DALLAS, TX 75373		40,334	20,125
I DEAL COMPUTERS, INC 6779 CALEDON COVE, MEMPHIS, TN 38119		291	
IDEAL CHEMICAL CO PO BOX 18698, MEMPHIS, TN 38181		24,234	11,843
INDEPENDENT COFFEE SERV PO BOX 87, STEWART, MS 39767		1,628	247
INDUSTRIAL IRON WORKS PO BOX 628, DEWITT, AR 72042		6,172	
INLAND EMPIRE DIST 1211 E ST HELENS MAILBOX B, PASCO, WA 99301		652	618
INSULATION & REFRACTORIES 462 DECATUR, MEMPHIS, TN 38105		6,476	29,225
INTERMEDIA COMMUNICATIONS PO BOX 915238, ORLANDO, FL 32891		11,678	15,746
INTERNATIONAL DIST CORP PO BOX 406393, ATLANTA, GA 30384		667	415
IRON AGE CORP P O BOX 1449, PITTSBURGH, PA 15230		280	
JP Morgan Chase 380 Madison Avenue, New York, NY 10017		1,244,370	83,240,000
JR TO MBL IN 2816 HUNTER'S FOREST D, GERMANTOWN TN 38138		28,661	
JACKSON, SHIELDS, YEISER 262 GERMAN OAK DR, CORDOVA, TN 38018		9,400	3,038
JACOBSON WAREHOUSE CO PO BOX 8098, DES MOINES, IA 50301		461	188
JAGUAR CREDIT CORPORATION DEPT 5560701, PO BOX 55000, DETROIT, MI 48255		2,394	
JANITOR'S SUPPLY & PAPER PO BOX 398, GREENVILLE, MS 38702		1,273	2,038
JEANINE BETSHER 4923 GREENWAY AVE, MEMPHIS, TN 38117		392	
JOGLER, INC PO BOX 4889, HOUSTON, TX 77210		1,557	
JOHN LEWANDOWSKI 86 KIWANIS DRIVE, WAYNE, NJ 07470		15,716	205
JOHNSON MATTHEY, NC MELLON BANK CHICAGO, DEPT CH-10797, PALATINE, IL 60055		66,692	18,493
JUST N TIME TRANSPORTATION, INC, 3351 OLD HERNANDO RD, MEMPHIS, TN 38116		55	
KELLEY & ASSOCIATES PO BOX 2523, CORDOVA, TN 38088		19,713	473

<u>NAME &amp; ADDRESS OF CREDITOR</u>	<u>DATE OF PAYMENT</u>	<u>AMOUNT PAID</u>	<u>AMOUNT STILL OWING</u>
L & J TECHNOLOGIES PO BOX 92452, CHICAGO, IL 60675		789	
LA PORTE TAX OFFICE PO BOX 1849, LA PORTE, TX 77572		2,586	
LAB SAFETY SUPPLY PO BOX 5004, JANESVILLE, WI 53547		383	1,085
LAMB'S MACHINE WORKS, INC 296 E MALLORY, MEMPHIS, TN 38109		900	1,185
LEHIGH SAFETY SHOE CO PO BOX 371958, PITTSBURGH, PA 15250		130	132
LITTLE ROCK PORT AUTH 7500 LINDSEY RD, LITTLE ROCK, AR 72206		2,500	
LONGRIVER ENTERTAINMENT 107 S FRONT ST SUITE 43, MEMPHIS, TN 38103		2,644	2,577
LUBBOCK CENTRAL APPRAISAL PO BOX 10568, LUBBOCK, TX 79408		1,242	
LYNN DOYLE-NEWMANS FLOWERS, 2049 N GERMANTOWN PKWY, CORDOVA, TN 38018		50	
M&W ELECTRIC 125 SEARS LANE, HELENA, AR 72342		6,948	320
M STACEY THOMSON 23016 JACOBSON RD, BROOKSVILLE, FL 34601		1,806	2,175
MA MCDANIEL, MD 133 NEWMAN DRIVE-B, HELENA, AR 72342		590	320
MAGNETROL INTERNATIONAL DEPARTMENT 77-5612, CHICAGO, IL 60678		2,507	2,515
MAIL TECHNOLOGY, INC 2135 HILLSHIRE CIRCLE, MEMPHIS, TN 38133		91	
MAINTENANCE INDUSTRIAL SERVICE PO BOX 507, RIPLEY, TN 38063		2,904	
MARK P YETTO 76 NORTH DRIVE, AMHERST, NY 14226		1,704	432
MARVIN KING SUPPLY PO BOX 336, WEST MONROE, LA 71294		4,015	5,560
MC GEE, CHRIS %CORPORATE OFFICE, 5100 POPLAR STE 2414, MEMPHIS, TN 38137		9,717	
MCMMASTER-CARR SUPPLY CO PO BOX 7690, CHICAGO, IL 60680		951	1,175
MEGASACK, INC PO BOX 1089, MAGNOLIA, AR 71753		4,378	25,900
MEISLER TRAILER RENTALS PO BOX 3357, EVANSVILLE, IN 47732		607	317
MEISTER PUBLISHING CO 37733 EUCLID AVENUE, WILLOUGHBY, OH 44094		608	
MELISSA GARNER 5100 Poplar Ave Suite 2414, Memphis, TN 38137		436	
MEMPHIS SCALE WORKS, INC PO BOX 381497, GERMANTOWN, TN 38183		300	
MERCEDES CORTES SANCHEZ TECNICOS Y MANUALES #588, INTERIOR 1-A COL LOMAS ESTRELLA, IZTAPALAPA, DF MEXICO		6,800	
MERITEX LOGISTICS PO BOX 751446, MEMPHIS, TN 38175		3,900	846
METACHEM PRODUCTS, LLC PO BOX 13327, PHILADELPHIA, PA 19101		283,332	270,520
METROPOLITAN FRE 5120 WEST 65TH ST, LITTLE ROCK, AR 72209		719	137
MILLER LEASNG COMPANY PO BOX 1123, JACKSON, MS 39215		21,102	
MILLER TRANSPORTERS, INC PO BOX 1123, JACKSON, MS 39205		21,630	3,670
MISS STATE TAX COMM PO BOX 23075, JACKSON, MS 39225		2,437	
MITCHELL TECHNICAL SALES PO BOX 29661, DALLAS, TX 75229		11,499	
MOBILE PROCESS TECHNOLOGY PO BOX 140697, MEMPHIS, TN 38114		18,770	10,094
MONTEREY CHEMICAL CO PO BOX 35000, FRESNO, CA 93745		325	
MOODY PRICE PO BOX 54274, NEW ORLEANS, LA 70154		2,907	28
MR KLEAN CARPET & JANITORIAL SERVICE 1858 CHESTER, LITTLE ROCK, AR 72206		362	
MRL ASSOCIATES INC 1355 PEACHTREE ST NE #1450, ATLANTA, GA 30309		5,751	26,347
MS ADMINISTRATIVE SERVICE PO BOX 13447, JACKSON, MS 39236		8,056	

<u>NAME &amp; ADDRESS OF CREDITOR</u>	<u>DATE OF PAYMENT</u>	<u>AMOUNT PAID</u>	<u>AMOUNT STILL OWING</u>
MSPM, LLC PO BOX 381511, GERMANTOWN, TN 38183		26,370	35,239
NASH ENGINEERING CO PO BOX 31301, HARTFORD, CT 06150		1,145	
NATIONAL AWARDS 4705 I-55 NORTH, JACKSON, MS 39206		230	
NAT'L PACKAGING SERVICES PO BOX 23120, NEWARK, NJ 07189		1,050	
NEIL ROBBINS 5100 POPLAR AVE SUITE 2414, MEMPHIS, TN 38137		3,574	
NEW HORIZONS CLC, OF MEMPHIS, INC PO BOX 2245, MEMPHIS, TN 38101		699	
NISSAN LIFTRUCK-MEMPHIS PO BOX 751124, MEMPHIS, TN 38175		2,156	1,428
NORAC CONCEPTS PO BOX 62023, ORLEANS, ONTARIO K1C 7H8		5,000	
NORIT AMERICAS, INC PO BOX 970378, DALLAS, TX 75397		1,910	1,906
OAK HARBOR FREIGHT UNES PO BOX 1469, AUBURN, WA 98071		1,037	956
ODOM INDUSTRIES, INC PO BOX 1148, CHATAM, AL 36518		1,620	155,427
OKLAHOMA SAFETY EQUIPMENT PO BOX 99916, OKLAHOMA CITY, OK 73199		562	2,084
OLD DOMINION FREIGHT PO BOX 60908, CHARLOTTE, NC 28260		336	
OTTER'S OFFICE SUPPLIES 3946 PARK AVE, MEMPHIS, TN 38111		4,001	231
PALLET ONE PO BOX 369, ST FRANCISVILLE, LA 70775		4,576	22,004
PAUL BETTENCOURT TAX ASSESSOR-COLLECTOR, PO BOX 4622, HOUSTON, TX 77210		5,339	
PCCUA PO BOX 785, HELENA, AR 72342		195	
PERRY VIDEX LLC PO BOX 10, HAINESPORT, NJ 08036		7,036	
PITNEY BOWES INC PO BOX 856390, LOUISVILLE, KY 40285		308	
POLLUTION CONTROL INC DEPT 72040, CHICAGO, IL 60678		17,387	65,799
POLY-TECH, INC PO BOX 820244, MEMPHIS, TN 38182		1,749	2,026
POWER EQUIPMENT COMPANY PO BOX 22007, MEMPHIS, TN 38122		3,848	1,303
PPG INDUSTRIES, INC DEPT AT 40177, ATLANTA, GA 31192		19,941	566,580
PRAGER GEAR 1020 CONSTANCE ST, NEW ORLEANS, LA 70130		2,632	
PRAXAIR INC PO BOX 281901, ATLANTA, GA 30384		231,104	168,636
PROCESS & POWER, INC PO BOX 18675, MEMPHIS, TN 38118		1,016	
PROVIDENT COMPANIES PERSONAL SECURITY DEPT, ONE FOUNTAIN SQ, CHATTANOOGA, TN 37402		5,733	
QI EXCHANGE, LLC CI Ford Motor Credit Company - Commercial Lending Services, Charlotte, NC 28247-2687		8,087	807
QUALITY CARRIERS, INC PO BOX 102863, ATLANTA, GA 30368		56	84
QUALITY SYSTEMS REGISTRAR 13873 PARK CENTER RD STE 217, HERNDON, VA 22071		3,045	
R & L CARRIERS, INC PO BOX 713153, COLUMBUS, OH 43271		179	
R W GRIFFIN PO BOX, DOUGLAS, GA 31534		26,807	
RALLIS INDIA LIMITED EXPORT DIVISION, MUMBAI INDIA		92,000	
RELIABLE 135 S LASALLE ST DEPT 8001, CHICAGO, IL 60674		120	
RESOURCE LABEL PO BOX 1000, DEPT 487, MEMPHIS, TN 38148		13,521	88,886
RGA CO INC PO BOX 190007, LITTLE ROCK, AR 72219		6,538	3,640
RICECO LLC 5100 Poplar Ave Suite 2428, Memphis, TN 38137		73,811	
RICHARD E JUST 13834 CASTLE CLIFF WAY, SILVER SPRING, MD 20904		7,200	



<u>NAME &amp; ADDRESS OF CREDITOR</u>	<u>DATE OF PAYMENT</u>	<u>AMOUNT PAID</u>	<u>AMOUNT STILL OWING</u>
RICHARD FRALEY % WEST HELENA PLANT, 49 PHILLIPS 311, HELENA, AR 72342		568	
RICHARD MARSHALL 369 N ANDALUSIA AVE, SANTA ROSA BEACH, FL 32459		5,310	1,487
RIEKE CORPORATION DEPT 218001, PO BOX 67000, DETROIT, MI 48267		3,307	
RIERDEN CHEMICAL & TRADE PO BOX 7072, LIBERTYVILLE, IL 60048		54,405	
RITA KETCHUM PETTY CASH CUSTODIAN, 49 PHILLIPS 311, HELENA, AR 72342		10,346	
ROADWAY EXPRESS, INC PO BOX 730375, DALLAS, TX 75373		423	229
ROBERTSON BONDED WAREHOUSE 833 EAST 40TH, LUBBOCK, TX 79404		541	144
RONE, JIM %WEST HELENA PLANT, 49 PHILLIPS 311, HELENA, AR 72342		773	
ROYAL CUP, INC PO BOX 170971, BIRMINGHAM, AL 35217		616	169
RUSSELL-STANLEY 356 W 19TH ST, RESERVE, LA 70084		170,000	
S MITCHELL EPSTEIN, MD PA 622 PECAN, HELENA, AR 72342		827	
SAINT-GOBAIN NORPRO CORP PO BOX 0192, PITTSBURGH, PA 15264		7,000	659
SCHOLLE CUSTOM PACKAGING 3663 COLLECTION CENTER DR, CHICAGO, IL 60693		515	1,842
SHARP DESIGN, INC PO BOX 250, CLARKSBORO, NJ 08020		8,265	
SHRED-IT 3895 S PERKINS RD STE 7, MEMPHIS, TN 38118		230	
SIBLEY SUPPLY PO BOX 2399, WEST HELENA, AR 72390		4,138	1,909
SIEMENS MOORE PROCESS, AUTOMATION PO BOX 7777-W5490, PHILADELPHIA, PA 19175		1,034	2,961
SIGMA-ALDRICH INC PO BOX 952968, ST LOUIS, MO 63195		371	1,788
SMITH CONTAINER CORP PO BOX 930399, ATLANTA, GA 31193		2,959	2,744
SOLUTIA NC BOX 75098, CHARLOTTE, NC 28275		139,813	141,975
SOUTHEAST AG RESEARCH, INC 86 JIM MOORE ROAD, CHULA, GA 31733		1,250	
SOUTHERN AG CARRIERS PO BOX 50335, ALBANY, GA 31703		5,104	
SOUTHERN GLASS LINED EQUIP 1533 S BROAD ST, MONROE, LA 70655		50,329	
SOUTHERN GRAPHICS 2878 DIRECTORS COVE, MEMPHIS, TN 38131		1,023	1,388
SOUTHWESTERN BELL PO BOX 940012, DALLAS, TX 75394		6,787	1,577
SRM CHEMICAL, LTD CO 89 DANIEL BOONE DRIVE, BARBOURVILLE, KY 40906		30,905	
STANLEY BERNARD 1155 SNOWDEN FARM COVE, COLLIERSVILLE, TN 38017		7,791	440
STAVELY-WHITTEN ASSOCIATE PO BOX 18401, MEMPHIS, TN 38181		598	
STEPAN COMPANY PO BOX 905520, CHARLOTTE, NC 28290		122,429	201,446
STIEDLES APPLIANCE SERV PO BOX 2855, WEST HELENA, AR 72390		82	
STN - COLUMBUS % CHEMICAL ABSTRACT SERV, PO BOX 82228, COLUMBUS, OHIO 43202		142	151
STOLT-NIELSEN, INC PO BOX 7247-7357, PHILADELPHIA, PA 19170		3,013	
SUMMIT CLUB CLARK TOWER, 5100 POPLAR AVENUE, MEMPHIS, TN 38137		4,385	400
SUPERIOR CARRIERS, INC DEPT 77-7927, CHICAGO, IL 60678		15,764	138
SUPERIOR IND SUPPLY PO BOX 820207, MEMPHIS, TN 38182		14,699	15,588
SWECO, INC PO BOX 905667, CHARLOTTE, NC 28290		298	
SYNETIX SERVICES 1100 HERCULES STE 200, HOUSTON, TX 77058		5,953	
T & C AUTO PARTS 339 NORTH SEBASTIAN, WEST HELENA, AR 72390		110	

<u>NAME &amp; ADDRESS OF CREDITOR</u>	<u>DATE OF PAYMENT</u>	<u>AMOUNT PAID</u>	<u>AMOUNT STILL OWING</u>
TELEPHONE CENTER 622 PECAN STREET, HELENA, AR 72342		139	
TENNESSEE REAGENTS PO BOX 240714, CHARLOTTE, NC 28224		384	142
THE BANK OF NEW YORK 1 HUDSON SQUARE, 9 FL, 75 VARICK ST, NEW YORK, NY 10013		7,751	
THE GRIZZLE COMPANY 1400 SIXTEENTH ST NW ???lookup, WASHINGTON, DC 20036		7,511	18,174
THOMPSON INC PO BOX 2210, WEST HELENA, AR 72390		327	102
TIDEWATER TRANSIT CO PO BOX 189, KINSTON, NC 28502		40	
TIM ANDERSON PO BOX 218, PRINCETON, L 61356		2,101	2,298
TRANSCARRIERS PO BOX 2121, MEMPHIS, TN 38159		61,180	24,526
TRI STATE INSULATION 4830 GETWELL RD, MEMPHIS, TN 38118		3,351	5,649
TRIANGLE CHEMICAL CO THURS TENKOZ, MACON, GA 31213-7499		26,724	
TRI-COUNTY SUPPLY 63 LEONARD STREET, WEST HELENA, AR 72390		9,104	3,200
TRIPLUS TRANSPORTATION 15600 JFK BLVD, PO BOX 674421, HOUSTON, TX 77267		5,720	
TRIZECHAHN TBICLARKTOWER PO BOX 406923, ATLANTA, GA 30384		51,278	4,014
TURBINES, INC PO BOX 933, ALTUS, OK 73522		1,653	
TWIN CITY MACHNE PO BOX 2209, WEST HELENA AR 72390		347	383
TY TY PEANUT COMPANY PO BOX 540, TY TY, GA 31795		7,164	
US FILTER PO BOX 277522, ATLANTA, GA 30384		231	81
US FILTER - IWT PO BOX 360766, PITTSBURG, PA 15250		81	
UNION STORAGE & TRANSFER PO BOX 2787, FARGO, ND 58108		1,672	1,089
UNITED AGRI PRODUCTS PO BOX 1286, GREELEY, CO 80632		192,782	
UNITED AGRI PRODUCTS SE 410 WARE BLVD STE 800, TAMPA, FL 33619		28,310	
UNITED PARCEL SERVICE PO BOX 10001, LITTLE ROCK, AR 72295		1,604	527
UNITED VAN LINES, INC 22304 NETWORK PLACE, CHICAGO, IL 60673		2,066	
US EPA HQ Accounting-Oper Branch Pesticide Maintenance Fees PO BOX 952491, ST LOUIS, MO 63195-2491		55,000	
VALLEY VIEW AGRI 8304 HWY 49 SOUTH, JONESBORO, AR 72404		2,883	
VIKING FREIGHT SYSTEMS DEPT CH 10306, PALATINE, IL 60055		129	146
VIP EXPRESSJNC PO BOX 16310, MEMPHIS, TN 38186		91	9
VWR SCIENTIFIC PO BOX 640169, PITTSBURGH, PA 15264		3,733	4,087
W W GRAINGER, INC PO BOX 419267, DEPT 472-806019899, KANSAS CITY, MO 64141		624	425
W4020, WEGO CHEM & MINERAL CORP PO BOX 7777, PHILADELPHIA, PA 19175		154,080	
WALT MCPHAIL PO BOX 100, FAIR PLAY, SC 29643		3,337	1,911
WARLOCK PRINTING 114 GARLAND, WEST HELENA, AR 72390		909	3,199
WASTE MANAGEMENT OF ARK PO BOX 573, HOUSTON, MS 38851		9,388	
WASTEWATER TREATMENT INC 10955 LOWELL SUITE 810, OVERLAND PARK, KS 66210		8,484	
WCA WASTE SYSTEMS, INC PO BOX 200506, DALLAS, TX 75320		854	853
WILLAND CHEMICAL SERVICE Willand House, Windsor RD, Gerrards Cross, Bucks, UK SL9 7NB		10,593	79,755
WOODRUFF ELEC COOP CORP PO BOX 1619, FORREST CITY, AR 72335		167,602	221,811
WRIGHT DISTRIBUTION, NC PO BOX 817, LIMA, OH 45802		351	144

<u>NAME &amp; ADDRESS OF CREDITOR</u>	<u>DATE OF PAYMENT</u>	<u>AMOUNT PAID</u>	<u>AMOUNT STILL OWING</u>
WYNNE TRANSPORT SERVICE PO BOX 8700, OMAHA, NE 68108		9,476	
XEROX CORPORATION PO BOX 827181, PHILADELPHIA, PA 19182		8,365	
		<u>6,327,195</u>	<u>5,911,639</u>

- None ☐ b. List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>NAME &amp; ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR</u>	<u>DATE OF PAYMENT</u>	<u>AMOUNT PAID</u>	<u>AMOUNT STILL OWING</u>
Trans-Resources, Inc. 375 Park Ave, New York, NY 10152	3/7/02	\$269,000	
John Lewandowski 5100 Poplar Ave, Ste 2414, Memphis, TN 38137 VP COO	Payroll & Expense Reimbursement	\$238,000	\$204
Neil Robbins 5100 Poplar Ave, Ste 2414, Memphis, TN 38137 Controller	Payroll & Expense Reimbursement	\$97,000	\$99
Chris McGee 5100 Poplar Ave, Ste 2414, Memphis, TN 38137 VP	Payroll & Expense Reimbursement	\$185,000	0
Milton Bernard 5100 Poplar Ave, Ste 2414, Memphis, TN 38137 VP	Payroll & Expense Reimbursement	\$166,000	\$16,500
Randal Tomblin 2816 Hunter's Forest, Germantown, TN 38138 President, CEO, Director, Sr. VP	Payroll & Expense Reimbursement	\$332,000	\$3,932

#### 4. Suits and administrative proceedings, executions, garnishments and attachments

- None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>CAPTION OF SUIT AND CASE NUMBER</u>	<u>NATURE OF PROCEEDING</u>	<u>COURT OR AGENCY AND LOCATION</u>	<u>STATUS OR DISPOSITION</u>
<u>In re Bogalusa Chemical Release</u> Civil Action No. 251-96-493 CIV ALL CASES (includes Case Nos. 251-96-493-CIV; 251-96-956-CIV; 251-96-976-CIV; 251-96-1051-CIV; 251-96-1052-CIV; 251-96-1053-CIV; 251-96-1054-CIV; 251-96-1063-CIV; 251-97-385-CIV; and 251-97-1494-CIV)	Personal Injury Suits	Circuit Court of Hinds County, Mississippi, First Judicial District.	Active <u>Lead Counsel:</u> Frank C. Dudenhefer, Jr., Esq., Cummings, Cummings, Dudenhefer & Martin 416 Gravier Street New Orleans, LA 70130

In re Chemical Release at

Bogalusa

Case Nos. 73, 341-Division C  
ALL CASES

Personal  
Injury  
Class  
Action Suit

22nd Judicial  
District Court,  
Parish of  
Washington,  
State of  
Louisiana.

Active

Lead Counsel:

Gerald E. Meunier, Esq.  
Gainsburgh, Benjamin, David,  
Meunier & Warshauer  
2800 Energy Centre  
1100 Poydras Street  
New Orleans, LA 70163

- None ☐ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME & ADDRESS OF PERSON FOR  
WHOSE BENEFIT PROPERTY WAS SEIZED

DATE OF SEIZURE

DESCRIPTION AND VALUE OF PROPERTY

**5. Repossessions, foreclosures and returns**

- None ☐ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER

DATE OF REPOSSESSION,  
FORECLOSURE SALE,  
TRANSFER OR RETURN

DESCRIPTION AND VALUE OF PROPERTY

**6. Assignments and receiverships**

- None ☐ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE

DATE OF ASSIGNMENT

TERMS OF ASSIGNMENT OR SETTLEMENT

- None ☐ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME & ADDRESS OF CUSTODIAN

NAME AND LOCATION OF  
COURT, CASE TITLE & NUMBER

DATE  
OF ORDER

DESCRIPTION AND  
VALUE OF PROPERTY

## 7. Gifts

None ☐ List all gifts or charitable contributions made within one year immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>NAME AND ADDRESS OF PERSON OR ORGANIZATION</u>	<u>RELATIONSHIP TO DEBTOR, IF ANY</u>	<u>DATE OF GIFT</u>	<u>DESCRIPTION AND</u>	<u>VALUE OF GIFT</u>
Special Olympics	None	6/01	cash	\$100
Germantown Elementary	None	8/01	cash	\$750
American Cancer Society	None	7/01	cash	\$1,000
Shrine Circus	None	4/01	cash	\$100

## 8. Losses

None ☒ List all losses from fire, theft, other casualty or gambling within one year immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>DESCRIPTION AND VALUE OF PROPERTY</u>	<u>DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS</u>	<u>DATE OF LOSS</u>
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## 9. Payments related to debt counseling or bankruptcy

None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within one year immediately preceding the commencement of this case.

<u>NAME AND ADDRESS OF PAYEE</u>	<u>DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR</u>	<u>AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY</u>
Angel & Frankel 460 Park Avenue New York, NY 10022-1906	1/25/02	\$100,000
Marotta, Gund, Budd & Dzera 360 Lexington Ave., 3rd Fl. New York, NY 10017	3/8/02	\$195,000

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**10. Other transfers**

- None ☒ List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR</u>	<u>DATE</u>	<u>DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED</u>
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**11. Closed financial accounts**

- None ☒ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>NAME AND ADDRESS OF INSTITUTION</u>	<u>TYPE AND NUMBER OF ACCOUNT AND AMOUNT OF FINAL BALANCE</u>	<u>AMOUNT AND DATE OF SALE OR CLOSING</u>
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**12. Safe deposit boxes**

- None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY</u>	<u>NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY</u>	<u>DESCRIPTION OF CONTENTS</u>	<u>DATE OF TRANSFER OR SURRENDER, IF ANY</u>
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**13. Setoffs**

- None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>NAME AND ADDRESS OF CREDITOR</u>	<u>DATE OF SETOFF</u>	<u>AMOUNT OF SETOFF</u>
North Hungarian Chemical Works 3792 Sajobabony Hungary	various	883,588

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**14. Property held for another person**

None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER

DESCRIPTION AND VALUE OF PROPERTY

LOCATION OF PROPERTY

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**15. Prior address of debtor**

None ☐ If the debtor has moved within the two years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS

NAME USED

DATES OF OCCUPANCY

n/a

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**16. Spouses and Former Spouses**

None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the six-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

n/a

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**17. Environmental Information**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- 
- a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:



SITE NAME AND ADDRESS

NAME AND ADDRESS OF  
GOVERNMENTAL UNIT

DATE  
OF  
NOTICE

ENVIRON-  
MENTAL  
LAW

Debtor's Organic Chemical plant site in the Industrial Park at West Helena, Arkansas (approximately 50 acres). Contains six (6) separate processing units, waste water treatment plant, laboratories, administration building, finished goods warehouse,

SITE NAME AND ADDRESS

NAME AND ADDRESS OF  
GOVERNMENTAL UNIT

DATE  
OF  
NOTICE

ENVIRON-  
MENTAL  
LAW

maintenance shop, spare parts warehouse and various other buildings on the site. This is a chemical processing plant which practices sophisticated organic chemical synthesis.

There are several long-standing environmental issues including:

- a) Buried drums have been found previously and removed with all remediation approved by the State. To Debtor's knowledge there are no more buried drums, but the possibility of further burial sites exists.
- b) There are several "hot spots" on the plant site, i.e., evidence of soil contamination below ground level which exceed regulatory levels.
- c) There are drums stored in a vault under one of the warehouses that have been there since the 1970's. Although this storage was approved by the State when it was done, there are no known records to accurately identify the contents of the drums and no knowledge of the condition of those drums. The State has stated that this will have to be remediated at some point in the near future.
- d) There is ground water contamination in a non-drinking water aquifer from several chemicals that exceed regulatory levels. The contamination "plumb" extends as far as approximately 0.5-1.0 mile from the plant site and at least one irrigation well has shown excessive levels of contamination.

It is in compliance with all OSHA and Process Safety Management practices, conducts HAZOP reviews on all new processes with training programs for all personnel.

- b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

None  
☐

SITE NAME AND ADDRESS

NAME AND ADDRESS  
OF GOVERNMENTAL UNIT

DATE OF NOTICE

ENVIRONMENTAL LAW

See Statement 17a. above.



- None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT

DOCKET NUMBER

STATUS OR DISPOSITION

See Statement 4.a. and Statement 17.a. above

#### 18. Nature, location and name of business

- None ☐ a. - If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partnership, sole proprietorship, or was a self-employed professional within the six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within the six years immediately preceding the commencement of this case.
- If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within the six years immediately preceding the commencement of this case.
  - If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within the six years immediately preceding the commencement of this case.

<u>NAME</u>	<u>TAXPAYER I.D. NUMBER</u>	<u>ADDRESS</u>	<u>NATURE OF BUSINESS</u>	<u>BEGINNING AND ENDING DATES</u>
RiceCo LLC	62-1703189	5100 Poplar Ave Memphis TN 38137	Rice protection products	5/5/97-present
TRIPro, Inc.	59-3528977	closed	Specialty fertilizers	12/98-10/01
NMPC, Inc.	62-1229957	closed	Crop protection products	11/85 - 8/98
Vicksburg Chemical Company	64-0821460		Manufacturer of chemicals, primarily specialty fertilizers	1993- present

- None ☐ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME

ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within the six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or otherwise selfemployed.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

---

**19. Books, records and financial statements**

None

☐

- a. List all bookkeepers and accountants who within the **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESSDATES SERVICES RENDERED

Neil Robbins	5100 Poplar Avenue, Memphis, TN 38137	2/85 – present
Mike Oravec	395 Park Avenue, New York NY 10152	3/94 – present
Ray Keller	395 Park Avenue, New York NY 10152	11/01 -- present
Mike Meganahen	unknown	11/99 – 11/01

None

☐

- b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAMEADDRESSDATES SERVICES RENDERED

Deloitte Touche	2 World Financial Center New York, NY 10281-1414	2001 - 1 <sup>st</sup> Quarter 2002
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None

☐

- c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAMEADDRESS

Neil Robbins	5100 Poplar Avenue, Memphis, TN 38137
Mike Oravec	395 Park Avenue, New York NY 10152
Ray Keller	395 Park Avenue, New York NY 10152

None

☐

- d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the **two years** immediately preceding the commencement of this case by the debtor.

NAME AND ADDRESSDATE ISSUED

IMC	PO Box 71279, Chicago, IL 60694	8/01
Koch Nitrogen Co.	PO Box 730253, Dallas, TX 75373	8/01
Mississippi Chemical	PO Box 530165, Atlanta, GA 30353	8/01
JP Morgan Chase as Administrative Agent	380 Madison Ave., 9th Fl. New York, NY 10017	ongoing

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**20. Inventories**

- None ☐ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

<u>DATE OF INVENTORY</u>	<u>INVENTORY SUPERVISOR</u>	<u>DOLLAR AMOUNT OF INVENTORY</u> (Specify cost, market or other basis)
2/28/02	Jim Rone	cost 11,700,000
1/31/02	Jim Rone	cost 12,600,000

- None ☐ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

<u>DATE OF INVENTORY</u>	<u>NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS</u>
2/28/02	Neil Robbins 5100 Poplar Ave, Memphis, TN 38137
1/31/02	Neil Robbins 5100 Poplar Ave, Memphis, TN 38137

---

**21. Current Partners, Officers, Directors and Shareholders**

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

<u>NAME AND ADDRESS</u>	<u>NATURE OF INTEREST</u>	<u>PERCENTAGE OF INTEREST</u>
n/a		

- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>NATURE AND PERCENTAGE OF STOCK OWNERSHIP</u>
Nine West Corporation c/o Trans Resources, Inc. 375 Park Ave, New York, NY 10152	Owner	100%
Yehuda Yoked 5100 Poplar Ave, Ste 2414 Memphis, TN 38137	President, CEO and Director	0%
William Dowd c/o Trans Resources, Inc. 375 Park Ave, New York, NY 10152	Director	0%
John Lewandowski 5100 Poplar Ave, Ste 2414 Memphis, TN 38137	VP COO	0%
John Jureller c/o Trans Resources, Inc. 375 Park Ave, New York, NY 10152	VP	0%
Micheal Oravec c/o Trans Resources, Inc. 375 Park Ave, New York, NY 10152	Assistant Secretary	0%
Ray Keller c/o Trans Resources, Inc. 375 Park Ave, New York, NY 10152	VP	0%

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>NATURE AND PERCENTAGE OF STOCK OWNERSHIP</u>
Neil Robbins 5100 Poplar Ave, Ste 2414 Memphis, TN 38137	Controller	0%
Chris McGee 5100 Poplar Ave, Ste 2414 Memphis, TN 38137	VP	0%
Milton Bernard 5100 Poplar Ave, Ste 2414 Memphis, TN 38137	VP	0%

## 22. Former partners, officers, directors and shareholders

- None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

<u>NAME</u>	<u>ADDRESS</u>	<u>DATE OF WITHDRAWAL</u>
n/a		

- None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>DATE OF TERMINATION</u>
-------------------------	--------------	----------------------------

## 23. Withdrawals from a partnership or distributions by a corporation

- None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

<u>NAME &amp; ADDRESS OF RECIPIENT.</u> <u>RELATIONSHIP TO DEBTOR</u>	<u>DATE AND PURPOSE OF WITHDRAWAL</u>	<u>AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY</u>
--	---------------------------------------	---

see 3.b. above

## 24. Tax Consolidation Group

- None ☐ a. If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within the six-year period immediately preceding the commencement of the case.

<u>NAME OF PARENT CORPORATION</u>	<u>TAXPAYER IDENTIFICATION NUMBER</u>
TPR Investment Associates, Inc. 375 Park Avenue, New York, NY 10152	13-3506464
Trans Resources, Inc. 375 Park Avenue, New York, NY 10152	36-2729497

---

**25. Pension Funds**

- None ☐ a. If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within the six-year period immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER

"Retirement Plan for Employees of Cedar Chemical"

62-1256255

\* \* \* \* \*

DECLARATION:

*[If completed on behalf of a partnership or corporation]*

I, Yehuda Yoked, the President of Cedar Chemical Corporation, the named debtor in this case, declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information, and belief.

Dated: June 3, 2002

Signature: /s/ Yehuda Yoked

Name: Yehuda Yoked

Title: President of Cedar Chemical Corporation

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

0 continuation sheets attached

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.*

FACSIMILE COVER SHEET

U.S. ATTORNEY'S OFFICE, SDNY  
100 CHURCH STREET  
NEW YORK, NY 10007

\*\*\*\*\*

AUSA: David J. Kennedy

Office Phone No.: 718 422-5649

Fax Number: 718 422-1789

No. pages (including cover sheet):

Date sent: October\_\_, 2002

\*\*\*\*\*

CONFIDENTIAL U.S. ATTORNEY FACSIMILE COMMUNICATION

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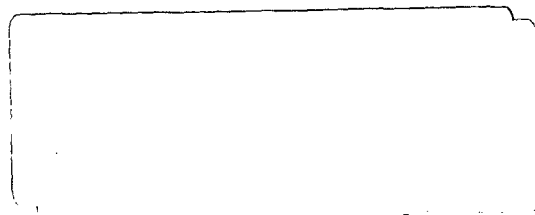
\*\*\*\*\*

To: James Periconi (FAX: 212 262 1215)

Chuck Barlow (FAX: 601 961 5349)

Dan Etzcorn (FAX: 501 682 0891)

Remarks: SAMPLE DRAFT STIPULATION in Cedar/Vicksburg. I would like to set out these conditions in a stipulation (to which Debtors should agree), and in my supplemental filing with the Court (as conditions that should be imposed). Please review and give me your thoughts, comments, etc.



*Tomara Almond*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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-----X  
In re:

CHAPTER 11

CEDAR CHEMICAL CORPORATION, and  
VICKSBURG CHEMICAL COMPANY,

Case No. 02-11039 (SMB)  
Case No. 02-11040 (SMB)  
(Jointly Administered)

Debtors.  
-----X

### SETTLEMENT AGREEMENT

WHEREAS, on March 8, 2002 (the "Petition Date"), Vicksburg Chemical Company ("Vicksburg") and Cedar Chemical Corporation ("Cedar") filed voluntary petitions for relief under Chapter 11 of title 11, United States Code ("the Bankruptcy Code"); and

WHEREAS, Vicksburg and Cedar continue to operate their businesses as Debtors-in-Possession pursuant to sections 1107 and 1108 of the Bankruptcy Code; and

WHEREAS, Cedar's bankruptcy estate owns a chemical manufacturing facility in West Helena, Arkansas (the "Cedar Site");

WHEREAS, Vicksburg's bankruptcy estate owns a chemical manufacturing facility in Vicksburg, Mississippi (the "Vicksburg Site");

WHEREAS, on August 29, 2002, the Debtors filed a motion to abandon both the Vicksburg and Cedar facilities (the "Abandonment Motion");

WHEREAS, the United States on behalf of the United States Environmental Protection Agency ("EPA"), and the State of Mississippi Department of Environmental Quality ("Mississippi DEQ") and the State of Arkansas Department of Environmental Quality ("Arkansas DEQ"), filed objections to the Debtors' motion to abandon;

WHEREAS, the Debtors have certain responsibilities pursuant to the Resource Conservation and Recovery Act, 42 U.S.C. §§ 6901 et. seq. ("RCRA"), the Clean Water Act, 33



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U.S.C. §§ 1311(a) and 1342 ("CWA"), the Comprehensive Environmental Response, Compensation, and Liability Act, 42 U.S.C. §§ 9601-9675 ("CERCLA"), and various laws of the States of Mississippi and Arkansas;

WHEREAS, Debtors, the United States and States of Arkansas and Mississippi wish to settle, compromise, and resolve the objections to the Abandonment Motion;

NOW, THEREFORE, in consideration of the mutual promises contained herein, and for other good and valuable consideration receipt of which is hereby acknowledged;

IT IS HEREBY STIPULATED and agreed to by and between the parties hereto, subject to approval by the Bankruptcy Court, as follows, and upon approval by the Bankruptcy Court, it is hereby ORDERED that:

A. The Vicksburg Site

1. Vicksburg shall perform or cause to be performed (in accordance with applicable law and subject to court approval upon a duly noticed motion) the following in remediation of certain conditions found at the Vicksburg Site:

(a) Remove and dispose of all drums, railcars, and containers, drain all of the tanks, and dispose of their contents, and sell any useable product material in the aforementioned containers, including but not limited to arsenic, chlorine, chloroform, dinitrogen tetroxide, dinoseb, nitric and sulfuric acid, potassium nitrate, and any other caustic material, oil, or lubricants.

(b) Maintain the wastewater treatment facility, including its sump pumps, treatment ponds, process areas, and carbon absorption system, until December 31, 2003.

(c) Remove and dispose of used carbon spread inside and outside the containment area of the carbon absorption units, including the removal and disposal of piles of used oil drums, spent batteries, used tires, oil filters, and other maintenance wastes.

(d) Construct and repair a fence around the perimeter of the Vicksburg Site, with warning signs, approved by the Mississippi Department of Environmental Quality, posted every twenty feet.

2. In addition to the requirements enumerated herein, Vicksburg shall file an application for permit transfer and a closure plan with the Mississippi Department of Environmental Quality no later than thirty (30) days from entry of this Stipulation.

3. In addition to the requirements enumerated herein, Cedar, acting as owner and operator of the Vicksburg Site, shall file a motion with the United States District Court for the Southern District of Mississippi to terminate the Consent Decree in United States v. Cedar Chemical Corp., Civ. No. W92-008(B)(C), pursuant to ¶¶ XXVI of the Consent Decree, no later than thirty (30) days from entry of this Stipulation.

B. The Cedar Site

1. Cedar shall perform or cause to be performed (in accordance with applicable law and subject to court approval upon a duly noticed motion) the following in remediation of certain conditions found at the Cedar Site:

(a) Remove and dispose of all drums, railcars, and containers, drain all of the tanks, and dispose of their contents, and sell any useable product material in the aforementioned containers, including but not limited to acids, bases, oxidizers, and flammable materials.

(b) Remove and dispose all containerized or bulk packaged substances and materials, including those in laboratory buildings, and decontaminate all buildings that have contained chemical substances, including laboratory buildings;

(c) Remove and dispose of liquids and/or solids in the Ethylene Oxide Emergency Pit;

(d) Remove and dispose of the unknown chemicals and contaminated soils disposed in the disposal vault located under the

maintenance building, referred to in 30(c) of the Abandonment Motion;

**DRAFT**

(e) File with Arkansas DEQ a risk assessment report evaluating the contaminated groundwater plume associated with the operations of the facility, and the possible existence of additional buried containers on the facility;

(f) Remove and dispose of the contaminated sediment and sludge in the storm water pond and treatment ponds and treatment system and provide RCRA closure of this system;

2. In addition to the requirements enumerated herein, Cedar shall file a closure plan with the Arkansas Department of Environmental Quality no later than thirty (30) days from entry of this Stipulation.

C. General Provisions

1. Upon completion of the tasks set forth in paragraphs A.1-3, and B.1-2, Debtors may make an application to the Court detailing how the tasks set forth therein were performed, and request that a Final Order of Abandonment be entered ("Final Abandonment Order").

2. Debtors shall serve a copy of the request for a Final Abandonment Order on the EPA, the Mississippi DEQ, and the Arkansas DEQ, by hand delivery, overnight mail, or confirmed facsimile at least 10 business days prior to the hearing on the Final Abandonment Order. EPA, Mississippi DEQ, and Arkansas DEQ reserve their right to object to Debtors' motion for a Final Abandonment Order.

3. EPA, Mississippi DEQ, and Arkansas DEQ and their designated agents shall have the right to be present, and are hereby given consent for such access, at the Vicksburg Site and the Cedar Site to observe all work and shall be provided at least forty-eight hours (exclusive of weekends or holidays) advance notice by hand delivery, overnight mail, or confirmed facsimile of when work will be performed and the type of work to be performed on a particular day(s). EPA, Mississippi DEQ, and Arkansas DEQ and their designated agents shall have the right to take confirmatory samples at the property.

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4. EPA, Mississippi DEQ, and Arkansas DEQ and their designated agents reserve all rights (if any) under applicable law to halt implementation of work in the event of an endangerment and the Debtors reserve all rights and defenses related thereto. EPA, Mississippi DEQ, and Arkansas DEQ and their designated agents shall have the right to request that the Court halt work at the property in the event that Debtors are violating or not adhering to the requirements of this Settlement Agreement or the motion detailing the work to be performed and the Debtors reserves all rights and defenses with respect to any such request.

5. The addresses and facsimile numbers for notice under this Settlement Agreement are:

For the Department of Justice:

If by regular mail:

David Kennedy, Esq.  
Assistant United States Attorney  
United States Attorney's Office  
Southern District of New York, Civil Division  
100 Church Street, 19th Floor  
New York, NY 10007

If by overnight mail:

David Kennedy, Esq.  
Assistant United States Attorney  
United States Attorney's Office  
Southern District of New York, Civil Division  
1 St. Andrew's Plaza  
New York, NY 10007

For the U.S. Environmental Protection Agency:

[need addresses - EPA's thoughts?]

For the Mississippi DEQ:

James J. Periconi, Esq.  
Windels Marx Lane & Mittendorf  
156 West 56th Street  
New York, NY 10019

**DRAFT**

Chuck Barlow, Esq.  
Mississippi Department of Environmental Quality  
P.O. Box 20305  
Jackson, Mississippi 39289-1305

For the Arkansas DEQ:

Dan Etzkorn, Esq.  
Arkansas Department of Environmental Quality  
P.O. Box 8913  
Little Rock, AR 72219-8913

6. Debtors shall complete or cause to be completed all of the work required by this Settlement Agreement by no later than December 31, 2003.

7. Debtors shall not seal areas or fill areas with inert material without either the consent of U.S. EPA or an order from the Bankruptcy Court permitting such actions.

8. a. Debtors shall pay EPA \$567,000, as funds located by Debtors in a trust account established by Vertac under a 1982 trust agreement for the remediation of environmental hazards at the Sites. (Abandonment Mot. ¶ 53 n.1.)

b. Debtors shall certify to the Court that they have conducted due diligence to locate any other trust fund accounts, or any other accounts of any nature, for the remediation of environmental hazards at the Sites. Such certification, signed by counsel for Debtors, shall be submitted to the Court with Debtors' Motion for a Final Abandonment Order. The absence of such a certification shall be grounds for denial of the Final Abandonment Motion.

c. Debtors shall pay EPA 20% of the proceeds of the sale of Debtors' chemical registrations, a hearing on which is scheduled for October 8, 2002.

d. Debtors shall pay EPA 50% of the proceeds of the litigation of avoidance actions and insider actions in excess of \$1 million.

e. The payments referenced in ¶¶ C.8.a and c, supra, shall be made within ten days after the effective date of the abandonment to the EPA, in accordance with instructions to be provided to the Debtors by the United States Attorney's Office for the Southern District of New York, following Court approval of the Final Abandonment Motion. The payments referenced in ¶ C.8.d shall be made within thirty days of the

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dismissal of the above-referenced actions to the EPA, in accordance with instructions to be provided to the Debtors by the United States Attorney's Office for the Southern District of New York.

f. All such funds paid pursuant to this paragraph shall be dedicated to the cost of remediation of environmental hazards at the Vicksburg and Cedar Sites.

9. Debtors may abandon the property effective upon written agreement by EPA and Mississippi DEQ (in the case of the Vicksburg Site), or EPA and Arkansas DEQ (in the case of the Cedar Site), or decision by the Court on the Final Abandonment Motion that the above conditions have been satisfied.

10. This Settlement Agreement is not a covenant not to sue or release of liability. The United States and the States of Mississippi and Arkansas reserve all rights to file any proofs of claim and applications for administrative expense; and the Debtors reserve all rights and defenses to object thereto.

11. After the effective date of abandonment, EPA, Mississippi DEQ, and Arkansas DEQ, and their agents, shall have a right to access at all times to the Vicksburg and Cedar Sites for the following purposes and activities:

- a. Conducting investigations relating to contamination;
- b. Obtaining samples;
- c. Assessing the need for, planning, or implementing additional response measures;
- d. Determining whether the Site or other property is being used in a manner that is prohibited or restricted, or that may need to be prohibited or restricted;
- e. Performing any and all removal or remedial activities, as those terms are defined under the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended ("CERCLA"), 42 U.S.C. §§ 9601, et seq.; and

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- f. Performing any necessary corrective actions or response measures as those terms are defined by Resource Conservation and Recovery Act ("RCRA"), 42 U.S.C. §§ 6901 et seq., ~~and the Illinois Environmental Protection Act, 415 ILCS 5/1 et seq.~~ *dyk*

Nothing in this Settlement Agreement shall be construed as limiting the access authorities, or enforcement authorities related thereto, of EPA under CERCLA and RCRA, or of Mississippi DEQ and Arkansas DEQ under any other applicable laws or regulations.

Dated: New York, New York  
October \_\_\_\_, 2002

ANGEL & FRANKEL, P.C.

By:

\_\_\_\_\_  
Joshua J. Angel (JA-\_\_\_\_)  
Attorneys for the Debtors  
460 Park Avenue  
New York, NY 10022  
Tel: (212) 752-8000

Dated: New York, New York  
October \_\_\_\_, 2002

JAMES B. COMEY  
United States Attorney for  
the Southern District of New York  
Attorney for the United States  
Environmental Protection Agency

By:

\_\_\_\_\_  
David J. Kennedy (DK-8307)  
Assistant United States Attorney  
100 Church Street - 19th Floor  
New York, New York 10007  
Temp. Tel: (718) 422-5649  
Temp. Fax: (718) 422-1789

**DRAFT**

Dated: New York, New York  
October \_\_, 2002

WINDELS MARX LANE & MITTENDORF

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James J. Periconi, Esq. (JP-\_\_\_\_)  
Counsel for Mississippi  
Department of Environmental  
Quality  
156 West 56th Street  
New York, NY 10019  
Phone: (212) 237-1000  
Fax: (212) 262-1215

Dated: Jackson, Mississippi  
October \_\_, 2002

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Chuck Barlow, Esq. (CB-\_\_\_\_)  
Mississippi Department of  
Environmental Quality  
P.O. Box 20305  
Jackson, Mississippi 39289-1305  
Phone: (601) 961-5076

Dated: Little Rock, Arkansas  
October \_\_, 2002

---

Dan Etzkorn, Esq. (DE-\_\_\_\_)  
Arkansas Department of  
Environmental Quality  
P.O. Box 8913  
Little Rock, AR 72219-8913  
Phone: (501) 682-0888

SO ORDERED this \_\_ day of \_\_, 2002:

---

Stuart M. Bernstein  
Chief United States Bankruptcy Judge



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK



-----X

In re:

Chapter 11

CEDAR CHEMICAL CORPORATION and  
VICKSBURG CHEMICAL COMPANY,

Case Nos. 02-11039 (SMB) and  
02-11040 (SMB)

Debtors.

Jointly Administered

-----X

**STIPULATION AND ORDER AUTHORIZING ABANDONMENT OF WEST HELENA  
MANUFACTURING FACILITY AND VICKSBURG MANUFACTURING  
FACILITY AND GRANTING RELATED RELIEF**

(A&F No. 031)

WHEREAS on March 8, 2002 (the "**Petition Date**"), Cedar Chemical Corporation ("**Cedar**") and Vicksburg Chemical Company ("**Vicksburg**") (collectively the "**Debtors**") each filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the "**Bankruptcy Code**") with the United States Bankruptcy Court for the Southern District of New York (the "**Court**");

WHEREAS Cedar owns certain lots, pieces, tracts or parcels of land located at or near 49 Phillips Road 311 in West Helena, Arkansas, more particularly described in **Exhibit A** hereto, along with all buildings, structures, improvements, facilities, equipment, fixtures, and other tangible chattels and articles of tangible personal property thereon, therein or thereunder except for such equipment and the like as have been leased by Vicksburg or otherwise owned by other parties (the "**West Helena Facility**");

IMANAGE:60801.7

WHEREAS Vicksburg owns certain lots, pieces, tracts or parcels of land located at or near 4280 Rifle Range Road in Vicksburg, Mississippi, more particularly described in **Exhibit B** hereto, along with all buildings, structures, improvements, facilities, equipment, fixtures, and other tangible chattels and articles of tangible personal property thereon, therein or thereunder except for such equipment and the like as have been leased by Vicksburg or otherwise owned by other parties (the “**Vicksburg Facility**”);

WHEREAS on August 29, 2002 the Debtors filed a motion (the “**Motion**”) pursuant to sections 105(a) and 554(a) of the Bankruptcy Code seeking an order authorizing the abandonment by Cedar of the West Helena Facility and the abandonment by Vicksburg of the Vicksburg Facility and granting related relief;

WHEREAS the Court signed an order dated September 4, 2002 scheduling a hearing on the Motion (the “**Scheduling Order**”);

WHEREAS a statement in support of the Motion was filed by JPMorgan Chase Bank, as agent (the “**Agent**”) to the pre-petition secured lenders (the “**Secured Lenders**”), as listed under a certain Credit Agreement dated as of November 3, 1995, as amended, supplemented or otherwise modified, among Cedar, the Secured Lenders and the Agent (to avoid doubt, “Secured Lenders” does not include the Debtors, any affiliate of the Debtors, Trans Resources Inc., and Arie Genger);

WHEREAS the Arkansas Department of Environmental Quality (the “**ADEQ**”), the Mississippi Commission on Environmental Quality and the Mississippi Department of Environmental Quality (collectively, the “**MDEQ**”) and the United States on behalf of the Environmental Protection Agency (the “**EPA**”) (together with the ADEQ and the MDEQ the “**Agencies**” and each individually an “**Agency**”), and Harcos Chemicals Inc. each filed objections to the Motion;

WHEREAS the Agent and the Debtors filed a joint reply to the objections of the Agencies;

WHEREAS on or about September 26, 2002, the MDEQ issued Order No. 4486-02 purporting, among other things, to enjoin Vicksburg from transferring the Vicksburg Facility to another party without complying with Debtors' environmental permits.

WHEREAS good and sufficient notice of the Motion has been provided by the Debtors in accordance with the terms of the Scheduling Order;

WHEREAS a hearing on the Motion was held on September 25, 2002; and an evidentiary hearing on the Motion was held on October 7, 2002 (the "**Evidentiary Hearing**");

WHEREAS the West Helena Facility and the Vicksburg Facility (collectively, the "Facilities") are of inconsequential value and benefit to the estates of the Debtors and that such estates lack sufficient unencumbered assets with which to continue the maintenance, management and oversight of the Facilities;

WHEREAS, the Debtors have cooperated with the Agencies in the transition of the Facilities prior to their proposed abandonment;

WHEREAS the Debtors, the Agencies and the Agent (on behalf of the Secured Lenders) agree to compromise and resolve the various objections to the Motion as provided herein;

NOW, THEREFORE, in consideration of the mutual promises contained herein, and for other good and valuable consideration receipt of which is hereby acknowledged;

IT IS HEREBY STIPULATED and agreed to by and between the parties, subject to approval by the Court, as follows, and upon approval by the Court, it is hereby ORDERED that:

1. The Court has jurisdiction to hear and consider the Motion pursuant to 28 U.S.C. § 1334 and 28 U.S.C. § 157 and to grant the relief requested therein.

2. This is a core proceeding under 28 U.S.C. § 157(b).
3. Good and sufficient notice of the Motion, the proposed abandonment of the Facilities and of the hearings scheduled thereon has been provided and any other requirement for notice be, and hereby is, dispensed with.
4. The Motion, as modified and conditioned herein, is hereby granted.
5. The Facilities are of inconsequential value and benefit to the estates of the Debtors and such estates lack sufficient unencumbered assets with which to continue the maintenance, management, and oversight of the Facilities.
6. All requirements of section 554(a) of the Bankruptcy Code for the abandonment of the Facilities have been satisfied and sufficient circumstances exist in these cases to justify the approval of such abandonment, as conditioned herein.
7. The Facilities are hereby abandoned to the pre-petition Debtors effective 11:59 p.m. on October 14, 2002 (the “**Effective Time**”). The West Helena Facility shall be deemed abandoned to the Cedar non-bankruptcy estate and the Vicksburg Facility shall be deemed abandoned to the Vicksburg non-bankruptcy estate.
8. The Debtors and their respective officers, employees, directors, the pre-petition Debtors’ officers, employees and directors and Marotta Gund Budd & Dzera LLC and any of its employees (collectively, “MGB”) shall have no obligation for the management or operation of the Facilities subsequent to the Effective Time.
9. The Debtors and the officers, employees, agents and directors of the Debtors and pre-petition Debtors (but solely in their capacity as officers, employees, agents or directors of the Debtors or

pre-petition Debtors) shall be free of any liability for any occurrence or event with respect to (i) the Vicksburg Facility occurring subsequent to the Effective Time and (ii) the West Helena Facility occurring subsequent to 5:00 p.m. Eastern Standard Time on October 18, 2002 arising from the abandonment.

10. The United States, on behalf of the EPA, covenants not to sue the officers, employees, and directors of the Debtors and pre-petition Debtors (but solely in their capacity as officers, employees, or directors of the Debtors or pre-petition Debtors) or MGB for civil liability with respect to the Facilities for any cause of action or other claim for relief asserting environmental liability pursuant to the Comprehensive Environmental Response, Compensation and Liability Act (42 U.S.C. § 9601 et seq.), the Resource Conservation and Recovery Act (42 U.S.C. § 6901 et seq.), the Clean Water Act (42 U.S.C. § 1251 et seq.) or any state statute, including any regulations promulgated thereunder, for any occurrence or event with respect to the Facilities occurring subsequent to the Effective Time, provided however that this covenant not to sue shall not apply with respect to any affirmative acts of operation or disposal by such persons with respect to the Facilities occurring after the abandonment authorized herein. This covenant not to sue does not pertain to any matters other than those specified in this paragraph.

11. In consideration for the Agent's agreement to allow the Debtors to use an additional amount of cash collateral up to \$10,000 to continue the current environmental monitoring and oversight of the West Helena Facility until 5:00 pm Eastern Standard Time on Friday, October 18, 2002 (after which time the ADEQ or its agent will enter upon the site and assure continued environmental monitoring and oversight of the West Helena Facility), the ADEQ hereby and forever discharges, releases and covenants not to sue, to take any other civil judicial or administrative action (including for injunctive relief) against, or to seek any reimbursement of past or future response costs against, the Agent or any of the Secured Lenders in respect

of any hazardous substances, pollutants, contaminants or other environmental conditions, present or existing on or under, or emanating from, the West Helena Facility from the beginning or time until 5:00 pm Eastern Standard Time on Friday, October 18, 2002, including, without limitation, pursuant to the Comprehensive Environmental Response, Compensation and Liability Act (42 U.S.C. Sections 9601 et seq.), the Resource Conservation and Recovery Act (42 U.S.C. Sections 6901 et seq.), the Clean Air Act (42 U.S.C. Sections 7401 et seq.), the Clean Water Act (42 U.S.C. Sections 1251 et seq.), and Titles 8 and 15 of the Arkansas Code, in each case as amended and including any regulations promulgated thereunder. This Stipulation and Order settles and resolves, without the admission or adjudication of any issue of fact or law, the Agent's and each of the Secured Lenders' potential liability to the ADEQ, with respect to all matters addressed herein, and the Agent and each of the Secured Lenders shall be entitled to protection against contribution claims to the maximum extent provided pursuant to 42 U.S.C. Section 9613(f)(2).

12. After the Effective Time, the EPA and ADEQ, and their agents, shall at all times have the right to access the West Helena Facility for purposes of continuing the operation of the ponds and wastewater systems, as the Agencies deem appropriate, conducting investigations relating to contamination at or near the West Helena Facility, obtaining samples, assessing the need for, planning, or implementing additional response measures, or performing any and all removal or remedial activities, corrective actions or response measures. Debtors agree to request that ENSAFE provide ADEQ copies of any documents generated, collected or otherwise in the possession of ENSAFE that relate to the West Helena Facility.

13. The Debtors are authorized to cancel any insurance policies pertaining to the Facilities as of the Effective Time, except to the extent the premiums for such insurance coverage have been paid in full and the Debtors would not be entitled to a refund, if such insurance coverage was canceled.

14. After the Effective Time, the EPA and MDEQ, and their agents, shall at all times have the right to access the Vicksburg Facility for purposes of continuing the operation of the ponds and wastewater systems, as the Agencies deem appropriate, conducting investigations relating to contamination at or near the Vicksburg Facility, obtaining samples, assessing the need for, planning, or implementing additional response measures, or performing any and all removal or remedial activities, corrective actions or response measures. This provision shall not act in derogation of Miss. Code Ann. § 49-17-21 or pre-existing state permit conditions with regard to access.

15. With the consent of the Secured Lenders, all mortgages, liens and other security interests held by the Secured Lenders in the Facilities or any part thereof, including the land and any buildings, structures, improvements, facilities, equipment, fixtures, and other tangible chattels and articles of tangible personal property thereon, therein or thereunder (the “**Secured Lender Liens**”), shall be, and are hereby unconditionally and irrevocably deemed released, discharged and terminated as of the Effective Time and the abandonment of the West Helena Facility to the Cedar non-bankruptcy estate and the abandonment of the Vicksburg Facility to the Vicksburg non-bankruptcy estate shall, in each case, be free and clear of the Secured Lender Liens, and this Stipulation and Order shall be binding upon and govern the acts of all entities, including, without limitation, all filing agents, filing officers, title agents, title companies, administrative agencies, governmental departments, secretaries of state, federal, state and local officials and all other persons and entities who may be required, by operation of law, the duties of their office or contract, to accept, file, register or otherwise record or release any documents or instruments.

16. Upon written request by the ADEQ, the Cedar non-bankruptcy estate shall convey title to the West Helena Facility or parts thereof to any entity identified by the ADEQ, and upon written request

by the MDEQ, the Vicksburg non-bankruptcy estate shall convey title to the Vicksburg Facility or parts thereof to any entity identified by the MDEQ. Any consideration received for the transfer of the respective Facilities or parts thereof shall be applied to the environmental cleanup of the respective Facilities and shall be treated as a contribution by the Debtors to such cleanup. Any entity to whom the Facilities or any parts thereof are transferred shall be given a copy of the Stipulation and Order and shall be bound by its terms.

17. Absent an objection, the leases for personal property located at the Facilities (the "Facility Leases"), a schedule of certain of such leases is annexed hereto as Schedule I, shall be deemed rejected pursuant to section 365(a) of the Bankruptcy Code, as of one day subsequent to the date that the Debtors provide the lessors under the Facility Leases (the "Lessors") with notice by overnight delivery of such proposed rejection. Such notice also shall provide (i) for a ten-day period within which such Lessors may file an objection to such rejection and (ii) that the Lessors should immediately contact Mr. Philip Gund, the Debtors' "Restructuring Officer" or a person designated by Mr. Gund to arrange for a pick-up of the personal property under the Facility Leases.

18. MDEQ, by its agreement to this Stipulation and Order, does not waive any defenses created by Miss. Code Ann. § 11-46-9, nor accept any liabilities not otherwise imposed by operation of law.

19. The Debtors waive and relinquish their interest, if any, in (i) Trustmark National Bank Trust and Asset Management Account No. 35-L903-00-8; (ii) Trust Agreement dated October 6, 1982 between Vertac Chemical Corporation, as Grantor and First National Bank, as Trustee (the "EPA Agreement"); (iii) Trust Agreement dated October 6, 1982 between Vertac Chemical Corporation, as Grantor and First National Bank, as Trustee (the "Mississippi Department of Natural Resources Agreement



"); and (iv) Amendment dated June 27, 1986 to the Mississippi Department of Natural Resources Agreement.

20. Each signatory to this Stipulation and Order certifies that he or she is authorized to enter into the terms and conditions of this Stipulation and Order and to bind legally the party represented by him or her except that the execution of this Stipulation and Order by the Assistant Attorney General is required with respect to the United States.

21. This Stipulation and Order shall be deemed a "**Final Order**" when (i) the time to appeal or seek review, rehearing, reargument or certiorari has expired and no stay of appeal is in effect or petition for review, rehearing, reargument or certiorari proceeding is pending; or (ii) an appeal of this Stipulation and Order has been affirmed and the time for further appeal has expired.

22. As a contribution to the environmental cleanup of the Facilities, the Debtors shall pay \$200,000 to the ADEQ and \$200,000 to the MDEQ from the "proceeds of any sale by the Debtors of the EPA Registrations" deposited into "Avoidance Realization Account" as provided in paragraph 19 of the "Final Order (i) Authorizing Use of Cash Collateral (ii) Providing for Adequate Protection and (iii) Granting Related Relief dated August 21, 2002 (the "Final Cash Collateral Order"), notwithstanding any provisions in the Final Cash Collateral Order to the contrary, but only to the extent the ADEQ and MDEQ are granted allowed administrative claims in those amounts under section 503(b) of the Bankruptcy Code. The MDEQ and ADEQ shall be entitled to such an administrative priority to the extent that they can demonstrate that such expenses were incurred with respect to the Facilities and were consistent with applicable environmental laws. The ADEQ and MDEQ agree that the Debtors or any chapter 7 trustee in the Debtors' cases will have no administrative expense liability to the MDEQ and ADEQ in excess of

the \$200,000 claims provided herein. Solely in connection with the confirmation of a chapter 11 plan, the Agencies agree not to object to a plan on the basis of section 1129(a)(9)(A) of the Bankruptcy Code. The abandonment of the Facilities and payment of \$400,000 shall be without prejudice to additional administrative expenses or general unsecured claims of the United States, except to the extent that the United States asserts a claim as an assignee of ADEQ or MDEQ. Nothing in this Stipulation and Order shall waive or prejudice any right of any party to object to additional claims by the EPA on any ground other than a lack of an entitlement to an administrative priority based on the abandonment of the Facilities. The United States may perfect a lien for its costs with respect to the Facilities on the abandoned property to the extent permitted by applicable law.

23. The Debtors are authorized to transfer or otherwise make available all books and records relating to the Vicksburg Facility and/or the West Helena Facility (the "Facility Books and Records") to any Agency making such request without further order of the Court. Subject to further order of the Court, the Debtors shall secure and preserve the Facility Books and Records until such time as they are transferred to an Agency and provide each of the Agencies at least ten (10) days notice of their intention to destroy or discard any of the Facility Books and Records or transfer such Facility Books and Records to one of the Agencies.

24. The Debtors are hereby authorized to execute and deliver any instrument and perform any other act that is necessary in order to effectuate the purposes of this Stipulation and Order.

25. This Court shall retain jurisdiction to hear and determine any matter arising from or relating to this Stipulation and Order.

Dated: October \_\_, 2002

FOR THE DEBTORS

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Yehuda Yoked, President  
Cedar Chemical Corporation

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Yehuda Yoked, President  
Vicksburg Chemical Company

Dated: October \_\_, 2002

FOR THE AGENT, ON BEHALF OF  
THE SECURED LENDERS

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[Name and Title]

JPMorgan Chase Bank, as Agent for the Secured  
Lenders

Except as to paragraph 9, and subject to the approval of the Assistant Attorney General:

Dated: New York, New York  
October \_\_, 2002

JAMES B. COMEY  
United States Attorney for the  
Southern District of New York  
Attorney for the United States

Dated: October \_\_, 2002

By: \_\_\_\_\_  
David J. Kennedy (DK-8307)  
Assistant United States Attorney  
100 Church Street - 19th Floor  
New York, New York 10007  
Temp. Tel: (718) 422-5649  
Temp. Fax: (718) 422-1789

Except as to paragraph 9:

Dated: Washington, DC  
October \_\_, 2002

\_\_\_\_\_  
THOMAS C. SANSONETTI  
Assistant Attorney General  
Environment and Natural Resources Division  
U.S. Department of Justice  
P.O. Box 7611  
Washington, D.C. 20044 - 7611

Except as to paragraph 9, and subject to the approval of the Assistant Attorney General:

Dated: Atlanta, Georgia  
October \_\_, 2002

Region 4

---

SUZANNE RUBINI  
Assistant Regional Counsel  
U.S. Environmental Protection Agency,  
61 Forsyth Street, S.E.  
Atlanta, Georgia 30303  
(404) 562-9674; telefax: (404) 562-9664

Except as to paragraph 9, and subject to the approval of the Assistant Attorney General:

Dated: Dallas, Texas  
October \_\_, 2002

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MARK A. PEYCKE  
Chief, Superfund Branch  
Office of Regional Counsel, Region 6  
1445 Ross Avenue, Ste. 1200  
Dallas, Texas 75202  
(214) 665-3159; telefax: (214) 665-6460

Dated: October \_\_, 2002

FOR THE MISSISSIPPI DEPARTMENT OF  
ENVIRONMENTAL QUALITY AND THE  
MISSISSIPPI COMMISSION ON  
ENVIRONMENTAL QUALITY

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Charles H. Chisolm  
Executive Director

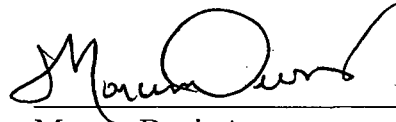
Dated: October \_\_, 2002

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Chuck D. Barlow  
General Counsel

Dated: October 18, 2002

FOR THE ARKANSAS DEPARTMENT  
OF ENVIRONMENTAL QUALITY

A handwritten signature in black ink, appearing to read "Marcus Devine", written over a horizontal line.

Marcus Devine  
Director



IT IS SO ORDERED:

Dated: New York, New York  
October \_\_, 2002

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Chief United States Bankruptcy Judge

**Schedule I**  
**Personal Property Leases of the Debtors at the Facilities**

**A.** West Helena Facility Leases

<b>Equipment</b>	<b>Contact</b>	<b>Account #</b>	<b>Monthly Payment</b>
Fork Lift SN 5AM09021	Grady Jones Co, Inc. 901-365-8830	112725	659.12
Fork Lift	Grady Jones Co, Inc. 901-365-8830	112725	400.00
Fork Lift	Citicorp Del-Lease, Inc. 800-227-6766		1,075.68
Phone System	Avaya Financial Services 800-5276-9876 X7401	S623553	1,385.95
Xerox 5828 Copier sn 2 WU-063639	Xerox Capital Services, LLC	953303484	126.70
Xerox 5828 Copier sn 2 WU-070028	Xerox Capital Services, LLC	958867558	219.30

**B.** Vicksburg Facility Leases

<b>Equipment</b>	<b>Contact</b>	<b>Account #</b>	<b>Monthly Payment</b>
Locomotive	Birmingham Rail & Locomotive Company		5,000.00
Office F&F	Steelcase Financial Service		1,540.94
2001 Tiago Motor Home	Americal Lease Plans, Inc.		1,238.26
Hyster Forklift Ser# H177B26045Y	NMHG Financial Services		414.00

<b>Equipment</b>	<b>Contact</b>	<b>Account #</b>	<b>Monthly Payment</b>
Hyster Forklift Ser# H177B31403Y	De Lage Landen Financial Services, Inc. 800-736-0220	143257	488.99
Hyster Forklift Ser# H177B31404Y	De Lage Landen Financial Services, Inc. 800-736-0220	143257	488.99

**ARKANSAS DEPARTMENT OF ENVIRONMENTAL QUALITY**

**IN THE MATTER OF:**

**LIS 02-148**

**CEDAR CHEMICAL CORPORATION**

**EMERGENCY ORDER OF THE DIRECTOR**

TO: Philip J. Gund, Marotta Gund Budd & Dzera, LLC; Yehuda Yoked, President & CEO, Cedar Chemical Corporation; Joshua J. Angel, Attorney, Angel & Frankel, P.C.

The Director of the Arkansas Department of Environmental Quality (ADEQ) has determined that emergency conditions exist at the Cedar Chemical Corporation (the "site") located at 49 Phillips Road 311 in West Helena, Arkansas. Cedar Chemical Corporation has filed bankruptcy and the facility will be closed. The property and buildings are not secure. Hazardous substances and wastes remain onsite and contamination exists on the property. These situations present an imminent threat to the public health and safety and the environment, requiring immediate action by ADEQ.

Therefore, pursuant to authority provided by the Emergency Response Fund Act, Act 452 of 1985, as amended (A.C.A. § 8-7-401 et seq.), the Arkansas Water and Air Pollution Control Act, Act 472 of 1949, as amended, (A.C.A. § 8-4-201 et seq.), A.C.A. § 8-1-202, the Arkansas Hazardous Waste Management Act of 1979, as amended (A.C.A. § 8-7-201), and the regulations promulgated thereunder, the Director makes the following Findings of Fact and orders that the following remedial actions be taken immediately to remedy the emergency conditions.

**FINDINGS OF FACT**

1. Cedar Chemical Corporation owns property located at 49 Phillips Road 311 in West Helena, Arkansas at which Cedar Chemical Corporation operated a chemical manufacturing facility.

2. On March 8, 2002, Cedar Chemical Corporation filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code with the United States Bankruptcy Court for the Southern District of New York.
3. On August 29, 2002, Cedar Chemical Corporation filed a motion with the U.S. Bankruptcy Court of the Southern District of New York to abandon the manufacturing facility located in West Helena, Arkansas.
4. Abandonment is anticipated to be approved no later than 5:00 p.m. October 18, 2002.
5. Site inspections conducted by ADEQ personnel confirm that manufacturing operations at the site have ceased.
6. ADEQ personnel observed numerous containers of chemicals (raw materials, product, and wastes) onsite and visual surfacial contamination.
7. ADEQ personnel observed two onsite laboratories containing a wide variety of hazardous substances. ADEQ personnel found numerous incidences of incompatible materials stored in the laboratories. Acids, bases, oxidizers, and flammable materials were all stored side-by-side in various locations within both laboratories. This situation presents a high potential threat of fire, explosion, emission of potentially toxic gas, and the possibility of runoff contaminating the local community as a result of conventional fire fighting techniques.
8. In previous Orders between ADEQ and Cedar Chemical Corporation, ADEQ had required Cedar Chemical Corporation to conduct an investigation of certain solid waste management units (SWMUs) due to the presence of visible contamination, address non-compliance with applicable regulations for hazardous waste management, and correct related problems with storm water runoff. Background conditions were also evaluated during the investigation. Interim Measures, including removal of old buried wastes have been implemented to control on-going sources of contamination.
9. The investigation concluded significant impacts to surface soils, surface water, and subsurface soils resulted from facility operations consisting of volatile organic compounds (VOCs), semi-volatile organic compounds (SVOCs), pesticides, and metals in concentrations greater than background, at concentrations that may continue to contribute to groundwater

contamination, and at concentrations that may pose an unacceptable risk to humans under various exposure scenarios.

10. Surface soils at the site were visibly stained yellow throughout most of the site history. The yellow color is associated with contamination from the herbicide Dinoseb.

11. The following hazardous substances have been detected in soils at concentrations greater than risk-based screening criteria: Arsenic, Cadmium, Mercury, Aldrin, Dieldrin, Dinoseb, Heptachlor, Methoxychlor, Toxaphene, 3, 4-Dichloroaniline, Propanil, Chloroform, 1, 2-Dichloroethane, Methylene Chloride, and Pentachlorophenol.

12. ADEQ required Cedar Chemical Corporation to conduct a groundwater quality assessment to evaluate the nature and extent of contaminants released from soils to the groundwater. Various pesticides, metals, semi-volatile organic compounds, and volatile organic compounds were determined to have been released from contaminated soils into perched groundwater and the alluvial aquifer.

13. Cedar Chemical Corporation has admitted to ADEQ that approximately 200 drums of an unknown waste material have been disposed onsite by burying the drums underneath the foundation of the maintenance warehouse. This situation represents a high risk for new or continuing releases into both soils and groundwater.

14. More than 20 contaminants have been detected in the groundwater. Groundwater in several locations (on and off-site) has been found to be contaminated with 1, 2-Dichloroethane (DCA). EPA has determined that DCA is a probable human carcinogen. DCA has a published Maximum Contaminant Level (MCL) of 0.005 mg/L for drinking water supplies. DCA has been detected in on-site groundwater at concentrations up to 84 mg/L, or 16,800 times the drinking water MCL.

15. The following hazardous substances have been detected in the groundwater at concentrations greater than risk based screening criteria and/or MCLs: Arsenic, Barium, Cadmium, Chromium, Lead, 4,4'-DDT, Alpha BHC, 1,4-Dichlorobenzene, 2,6-Dinitrotoluene, 3,4-Dichloroaniline, 4-Chloroaniline, Dinoseb, bis(2-Chloroethyl)ether, 1,2-Dichloroethane, 4-Methyl-2-Pentanone, 2-Methylphenol, Acetone, Benzene, Chloroform, Methylene Chloride,

Trichloroethene, 1,1,2-Trichloroethane, 1,2-Dichloropropane, Bromodichloromethane, Bromoform, Chlorobenzene, Dibromochloromethane, and Toluene.

16. Based upon this situation, the Director has determined that an emergency exists and issues the following Order in accordance with A.C.A. § 8-1-202(b) (3).

### **ORDER OF REMEDIAL ACTION**

ADEQ shall ensure that:

17. The site is secured in such that all doors and entry ways are locked to prevent unauthorized entry to the buildings. The perimeter shall be routinely monitored to ensure there have been no breaches in the security.

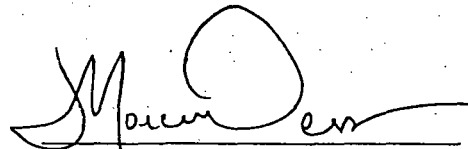
18. Large, clear, and visible signs are posted on all entry ways restricting access to the site. The signs will depict appropriate emergency contact information.

19. All essential utilities for maintenance of the site are conveyed to ADEQ.

20. Any other actions deemed necessary and appropriate to abate or prevent releases from the site that are likely to create an imminent threat to human health or the environment.

21. Nothing in this Order shall limit the rights of ADEQ to issue further orders or to pursue any further enforcement actions for remediation, penalties and/or costs from any applicable party.

DATED THIS 1<sup>st</sup> day of October, 2002.

A handwritten signature in black ink, appearing to read 'Marcus Devine', written over a horizontal line.

Marcus C. Devine, Director

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re:

Chapter 11

CEDAR CHEMICAL CORPORATION and  
VICKSBURG CHEMICAL COMPANY,

Case Nos. 02-11039 (SMB) and  
02-11040 (SMB)

Debtors.

Jointly Administered  
-----X

**TO ALL CREDITORS AND EQUITY INTEREST HOLDERS OF  
THE DEBTORS AND OTHER PARTIES IN INTEREST:**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

On April 3, 2003 (the "Order Date"), the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order in the above captioned chapter 11 cases (the "Bar Date Order") establishing **May 23, 2003 at 5:00 p.m.** as the general claims bar date (the "General Bar Date") in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the "Debtors"). Except as described below, the Bar Date Order requires all Entities, as defined in section 101(15) of title 11, United States Code (the "Bankruptcy Code"), including persons, estates, trusts and the United States trustee, that have or assert any Claims (as defined herein) against either of the Debtors to file a proof of claim so that such proof of claim is received on or before 5:00 p.m., Eastern time, on the General Bar Date at either of the following addresses:

**If delivered by mail:**

Cedar Chemical Corporation/Vicksburg  
Chemical Company  
P.O. Box 5092  
Bowling Green Station  
New York, NY 10274-5092

**If delivered by hand or overnight courier:**

Clerk of the United States Bankruptcy Court,  
Southern District of New York  
Re: Cedar Chemical Corporation/Vicksburg Chemical Company  
One Bowling Green  
Room 534  
New York, NY 10004



## **DEFINITION OF CLAIM**

For purposes of this Bar Date Notice, "Claim" shall mean, as to or against any of the Debtors: (1) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (2) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

The term "Claim" shall include claims incurred prior to March 8, 2002 (the "Petition Date") which are allowable under sections 507(a)(3), (a)(4) and (a)(8) of the Bankruptcy Code as priority wage, benefit and tax claims as described in those sections, as well as general unsecured claims against the Debtors' estates incurred prior to the Petition Date. The term "Claim" also includes those Claims incurred subsequent to the Petition Date but prior to the General Bar Date which are allowable under sections 503(b) and 507(a)(1) of the Bankruptcy Code as expenses of administration.

## **PERSONS OR ENTITIES WHO MUST FILE A PROOF OF CLAIM**

Pursuant to the Bar Date Order, all Entities holding Claims against the Debtors (whether secured, priority or unsecured), are required to file proofs of claim by the General Bar Date.

Any Entity whose Claims arise out of the rejection of an executory contract or unexpired lease (pursuant to section 365 of the Bankruptcy Code) after the Petition Date, but prior to the entry of an order confirming a plan of reorganization in the applicable Debtor's case, must file a proof of claim on or before the latest of: (1) thirty (30) days after the date of the order, pursuant to section 365 of the Bankruptcy Code, authorizing the rejection of such contract or lease; (2) any date set by another order of the Court; or (3) the General Bar Date (the "Rejection Bar Date"). Any Claims respecting any other lease or contract are required to be filed by the General Bar Date.

Any Entity whose pre-petition Claim against a Debtor is not listed in the applicable Debtor's Schedules of Assets and Liabilities (the "Schedules"), or is listed as "disputed," "contingent" or "unliquidated" and that desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases, and any Entity whose pre-petition Claim is improperly classified in the Schedules or is listed in an incorrect amount or is scheduled against an incorrect Debtor and that desires to have its Claim allowed in a classification or amount other than that set forth in the Schedules or against a Debtor other than as set forth in the Schedules, must file a proof of claim on or before the General Bar Date. If your claim has been scheduled by the Debtors, the classification, amount and Debtor against which your claim has been scheduled is indicated on the enclosed claim form.

If, after the General Bar Date, either of the Debtors amend their Schedules to reduce the undisputed, noncontingent and liquidated amount, to change the nature or classification of a Claim against a Debtor reflected therein or to change the Debtor against which a Claim has been scheduled, then the affected claimant shall have thirty (30) days from the date of service of notice thereof to file a proof of claim or to amend any previously filed proof of claim in respect of such amended scheduled Claim (the "Amended Schedule Bar Date").

Any Entity holding an interest in any Debtor (each an "Interest Holder"), which interest is based exclusively upon the ownership of common or preferred stock in a corporation (an

"Interest"), need not file a proof of Interest based solely on account of such Interest Holder's ownership interest in such stock.

The Bar Date Order further provides that **the following Entities need not file a proof of claim by the General Bar Date:** (1) Claims listed in the Schedules or any amendments thereto that are not therein listed as contingent, unliquidated or disputed and that are not disputed by the holders thereof as to amount, the Debtor against whom the Claim is scheduled or classification of such Claim; (2) Claims on account of which a proof of claim has already been properly filed with the Court against the correct Debtor; (3) Claims previously allowed or paid pursuant to an order of the Court; (4) Claims for which specific deadlines have previously been fixed by the Court; (5) Claims of Debtors against other Debtors; and (6) Claims of current officers or directors of a Debtor for indemnification and/or contribution arising as a result of such officer's or director's post-petition service to a Debtor.

### **TIME AND PLACE FOR FILING PROOFS OF CLAIM**

Enclosed is a Proof of Claim Form for you to use in this case. If your claim was listed on the Debtors' Schedules, the Proof of Claim Form also sets forth the amount in which your claim was listed, the specific Debtor against which the claim was scheduled and whether the claim was scheduled as disputed, contingent or unliquidated. You will receive a different Proof of Claim Form for each claim scheduled in your name by the Debtors.

**A signed original of the Proof of Claim Form, together with supporting documentation, must be delivered so as to be received no later than 5:00 p.m., Eastern time, on the General Bar Date, the Rejection Bar Date or the Amended Schedule Bar Date, as applicable, depending upon the nature of the Claim, at either of the following addresses:**

**If delivered by mail:**

Cedar Chemical Corporation/Vicksburg  
Chemical Company  
P.O. Box 5092  
Bowling Green Station  
New York, NY 10274-5092

**If delivered by hand or overnight courier:**

Clerk of the United States Bankruptcy Court,  
Southern District of New York  
Re: Cedar Chemical Corporation/Vicksburg Chemical Company  
One Bowling Green  
Room 534  
New York, NY 10004

**Any proof of claim submitted by facsimile or other electronic means will not be accepted and will not be deemed filed until such proof of claim is submitted by the method described in the foregoing sentence.** Proofs of claim will be deemed filed only when actually received at either of the addresses listed above. You will receive acknowledgment of the filing of your proof of claim.

## **FILING PROOFS OF CLAIM AGAINST MULTIPLE DEBTORS**

Any Entity asserting Claims against more than one Debtor must file a separate proof of claim with respect to each such Debtor. All Entities must identify on their proof of claim the particular Debtor against which their Claim is asserted and the case number of that Debtor's bankruptcy case.

## **CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM**

Any Entity that is required to file a proof of claim, but fails to do so in a timely manner, will be forever barred, estopped and enjoined from: (1) asserting any Claim against any of the Debtors that such Entity has that (a) is in an amount that exceeds the amount, if any, that is set forth in the Schedules as undisputed, noncontingent and liquidated or (b) is of a different nature or in a different classification or against a different Debtor (any such claim being referred to as an "Unscheduled Claim"); and (2) voting upon, or receiving distributions under, any plan or plans of reorganization in these chapter 11 cases in respect of an Unscheduled Claim. **If it is unclear from the Schedules whether your Claim is disputed, contingent or unliquidated as to amount or is otherwise improperly listed and classified, you must file a proof of claim on or before the General Bar Date.** Any Entity that relies on the Schedules bears responsibility for determining that its Claim is accurately listed therein. A holder of a possible claim against the Debtors should consult an attorney regarding any matters not covered by this notice, and whether the holder should file a proof of claim.

## **RESERVATION OF RIGHTS**

The Debtors reserve the right to: (1) dispute, or to assert offsets against or defenses to, any filed Claim or any Claim listed or reflected in the Schedules as to nature, amount, liability, classification, Debtor or otherwise; or (2) subsequently designate any Claim as disputed, contingent or unliquidated. Nothing set forth in this Notice shall preclude the Debtors from objecting to any Claim, whether scheduled or filed, on any grounds.

## **ACCESS TO SCHEDULES**

The Debtors' Schedules are available for inspection at the Clerk's Office, Monday through Friday, 9:00 a.m. - 4:30 p.m. and on the Court's Website: [www.nysb.uncourts.gov](http://www.nysb.uncourts.gov). A PACER login and password are required for case query access. Information about PACER can be obtained on the Court's Website.

**ADDITIONAL INFORMATION**

If you require additional information regarding the filing of a proof of claim, you may contact Trumbull Services Company at (860) 687-3161.

Dated: New York, New York  
April 3, 2003

BY ORDER OF THE COURT

ANGEL & FRANKEL, P.C.  
Attorneys for Cedar Chemical Corporation and  
Vicksburg Chemical Corporation  
Debtors and Debtors-in-Possession

By: /s/Bonnie L. Pollack  
Joshua J. Angel, Esq. (JA-3288)  
Bonnie L. Pollack, Esq. (BP-3711)  
Craig R. Nussbaum (CN-8742)  
460 Park Avenue  
New York, NY 10022-1906  
(212) 752-8000

<b>UNITED STATES BANKRUPTCY COURT</b> <b>SOUTHERN DISTRICT OF NEW YORK</b>		<b>PROOF OF CLAIM</b> <b>Chapter 11</b>
<b>In Re Cedar Chemical Corporation and Vicksburg Chemical Company</b>		Your claim is scheduled as follows  <b>CLASS:</b> UNSECURED NON PRIORITY  <b>AMOUNT:</b> \$400.00    10002012  This Space is for Court Use Only
<b>Name of Debtor:</b> CEDAR CHEMICAL CORPORATION	<b>Case Numbers</b> 02-11039 (SMB) and 02-11040 (SMB) Jointly Administered  <b>Case Number:</b> 02-11039	
NOTE: This form may be used to make a "request" for payment of an administrative expense (arising on or after March 8, 2002) pursuant to 11 U.S.C. § 503.		
<b>Name of Creditor</b> (The person or other entity to whom the debtor owes money or property):  <div style="text-align: center;">             ADEQ 01 4416076              ATTN: WILLIAM ECKERT              P. O. BOX 8913              LITTLE ROCK, AR 72219-8913           </div>	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
<b>If address differs from above, please complete the following:</b> <b>Creditor Name:</b> _____ <b>Telephone: #</b> _____  <b>Address:</b> _____  <b>City/St/Zip:</b> _____		
<b>Account or other number by which creditor identifies debtor:</b> _____	Check here if <input type="checkbox"/> replaces this claim <input type="checkbox"/> amends a previously filed claim, dated _____	
<b>1. Basis for Claim</b> <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____		
<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS #: _____ Unpaid compensation for services performed from _____ to _____ <div style="text-align: center;">(date) (date)</div>		
<b>2. Date debt was incurred:</b> _____ <b>3. If court judgment, date obtained:</b> _____		
<b>4. Total Amount of Claim:</b> \$ _____ If all or part of your claim is secured, entitled to priority or is an administrative claim, also complete Item 5, 6 or 7 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
<b>5. Secured Claim.</b> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____  Value of Collateral: \$ _____  Amount of arrearage and other charges <u>at time case filed</u> included in secured claim, if any: \$ _____		
<b>6. Unsecured Priority Claim.</b> <input type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,650), earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$ 2,100 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____).		
<b>7. Administrative Claim.</b> <input type="checkbox"/> Claim arose on or after March 8, 2002 and otherwise meets the requirements of 11 U.S.C. § 503.		
<b>8. Credits:</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. <b>9. Supporting Documents:</b> <i>Attach copies of supporting documents</i> , such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. <b>10. Date-Stamped Copy:</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		This Space is for Court Use Only
<b>Date</b> _____	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): _____	
<b>Penalty for presenting fraudulent claim:</b> Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.		

**INSTRUCTIONS FOR PROOF OF CLAIM FORM**

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.

**DEFINITIONS****Debtor**

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

**Creditor**

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

**Proof of Claim**

A form telling the bankruptcy court how much the debtor owed a creditor (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed.

**Secured Claim**

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also Unsecured Claim)

**Unsecured Claim**

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

**Unsecured Priority Claim**

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

**Administrative Claim**

Pursuant to 11 U.S.C. § 503(b), an administrative claim is an expense of the Debtor that arose after the commencement of the case and otherwise meets the requirements of 11 U.S.C. § 503.

**Items to be completed in Proof of Claim form (if not already filled in)****Court, Name of Debtor, and Case Number:**

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the name of the debtor in the bankruptcy case, and the bankruptcy case number. This information is already filled in.

**Information about Creditor:**

Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money *or* property (if different from that on the form), and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

**1. Basis for Claim:**

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

**2. Date Debt Incurred:**

Fill in the date when the debt first was owed by the debtor.

**3. Court Judgments:**

If you have a court judgment for this debt, state the date the court entered the judgment.

**4. Total Amount of Claim at Time Case Filed:**

Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

**5. Secured Claim:**

Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).

**6. Unsecured Priority Claim:**

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

**7. Administrative Claim:**

Check if you are entitled to an administrative claim (See DEFINITIONS, above).

**8. Credits:**

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

**9. Supporting Documents:**

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.

**LIST OF DEBTORS, CASE NUMBERS AND TAX IDENTIFICATION NUMBERS:**

DEBTOR	CASE NUMBER	TAX ID NUMBER	DEBTOR	CASE NUMBER	TAX ID NUMBER
Cedar Chemical Corporation	02-11039	62-1256255	Vicksburg Chemical Company	02-11040	64-0821426

<b>UNITED STATES BANKRUPTCY COURT</b> <b>SOUTHERN DISTRICT OF NEW YORK</b>		<b>PROOF OF CLAIM</b> <b>Chapter 11</b>
<b>In Re Cedar Chemical Corporation and Vicksburg Chemical Company</b>		Your claim is scheduled as follows  CLASS: NOT SCHEDULED  AMOUNT: NOT SCHEDULED  10001534  This Space is for Court Use Only
<b>Name of Debtor:</b> CEDAR CHEMICAL CORPORATION	<b>Case Numbers</b> 02-11039 (SMB) and 02-11040 (SMB) Jointly Administered  <b>Case Number:</b> 02-11039	
NOTE: This form may be used to make a "request" for payment of an administrative expense (arising on or after March 8, 2002) pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property):  <div style="text-align: center;">             ADEQ 01 4416076              ATTN: WILLIAM ECKERT              P. O. BOX 8913              LITTLE ROCK, AR 72219-8913           </div>	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
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<b>1. Basis for Claim</b> <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____		
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### DEFINITIONS

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#### Proof of Claim

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Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also Unsecured Claim)

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### Items to be completed in Proof of Claim form (if not already filled in)

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#### 2. Date Debt Incurred:

Fill in the date when the debt first was owed by the debtor.

#### 3. Court Judgments:

If you have a court judgment for this debt, state the date the court entered the judgment.

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Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

#### 5. Secured Claim:

Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).

#### 6. Unsecured Priority Claim:

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

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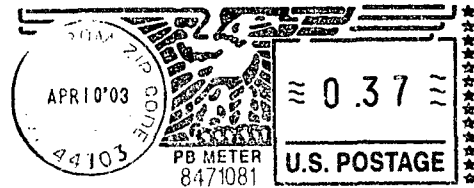
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DEBTOR	CASE NUMBER	TAX ID NUMBER	DEBTOR	CASE NUMBER	TAX ID NUMBER
Cedar Chemical Corporation	02-11039	62-1256255	Vicksburg Chemical Company	02-11040	64-0821426



# Cedar Chemical Corporation

c/o Trumbull Services  
P.O. Box 721  
Windsor, CT 06095



72219+8913 60

